

The value of integrity

Code of Business Ethics



spectris







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Chief Executive's message

Dear Colleagues,

At Spectris, we have a number of long-term objectives:

- » to be the owner of choice for productivity-enhancing businesses
- » to deliver superior value over the long term for our customers and shareholders
- » to create a performance-driven culture across all of our operating companies and become leaders in our chosen markets
- » to be a company that we are proud to work for, where we feel valued, motivated and capable of reaching our full potential.

In order to achieve our goals, we must commit to and operate according to our values and first among these is absolute integrity. A culture founded on integrity is key to achieving our strategic aspirations and creating a business environment where we can all be proud of what we do. Lack of integrity and the resulting unethical behaviour will do the opposite – harming our company and the communities in which we work.

Our values are represented in this Code of Business Ethics. You have told us through your Ethics Officers what you want to see reflected in this Code. Your contribution to our engagement process demonstrates that you recognise the value of integrity in all our business dealings and shows your dedication to being responsible, ethical Spectris people. I am proud of your collective commitment.

Your Code sets out the principles and expected standards of behaviour which we must follow. However, the Code cannot cover every situation or dilemma that you will face as an employee so you should seek additional guidance if you are unclear about an issue.

We want to be a successful company but how we achieve our success is also extremely important to all of us. Our success needs to be based on a true commitment to our values.

A handwritten signature in black ink, reading "John O'Higgins". The signature is fluid and cursive, with the first name "John" and last name "O'Higgins" clearly distinguishable.

John O'Higgins





President's message

Dear Colleagues,

As a new entity recently created from the merger of two separate organisations, it is vital for Malvern Panalytical to proceed as one integrated and aligned company and **always winning in the right way**.

Our strategic ambitions are set high and our mission is clear: to use our know-how and experience to pinpoint and address key challenges with the goal of creating superior solutions and value for our customers. We help our customers achieve tangible economic impact by supporting excellence in research, driving processes efficiently and effectively to enable and accelerate the development of better quality products.

We strive to differentiate ourselves from the competition in a sustainable way, for the very best reasons, in everything we do. A defining and

fundamental element of Malvern Panalytical is that our values based culture is founded on Absolute Integrity which is key to achieving our strategic aspirations and that we operate in a business environment committed to the highest ethics and compliance standards.

We are each entrusted by our families, colleagues, shareholders and customers with their hopes for our financial and economic stability, driven by our growth and market credibility. It is therefore vital to recognise and identify the multitude of ethical challenges, dilemmas and risks that we may come across in our daily work. In order to achieve our goals, we all must commit to our values and share knowledge and resources to allow us to recognise and deal with the ethical and compliance issues and/or concerns and to guide us to do the right thing, even if it means losing business.

The Code of Business Ethics (CoBE) is an excellent place to start learning about our company values and standards of behaviour expected of each one of us. Please take the time to read and understand the content set forth in this Code and ensure that it becomes second nature to you and to those around you. If you need any help with issues that cause you concern please do not hesitate to contact your manager, a member of the leadership team or myself.

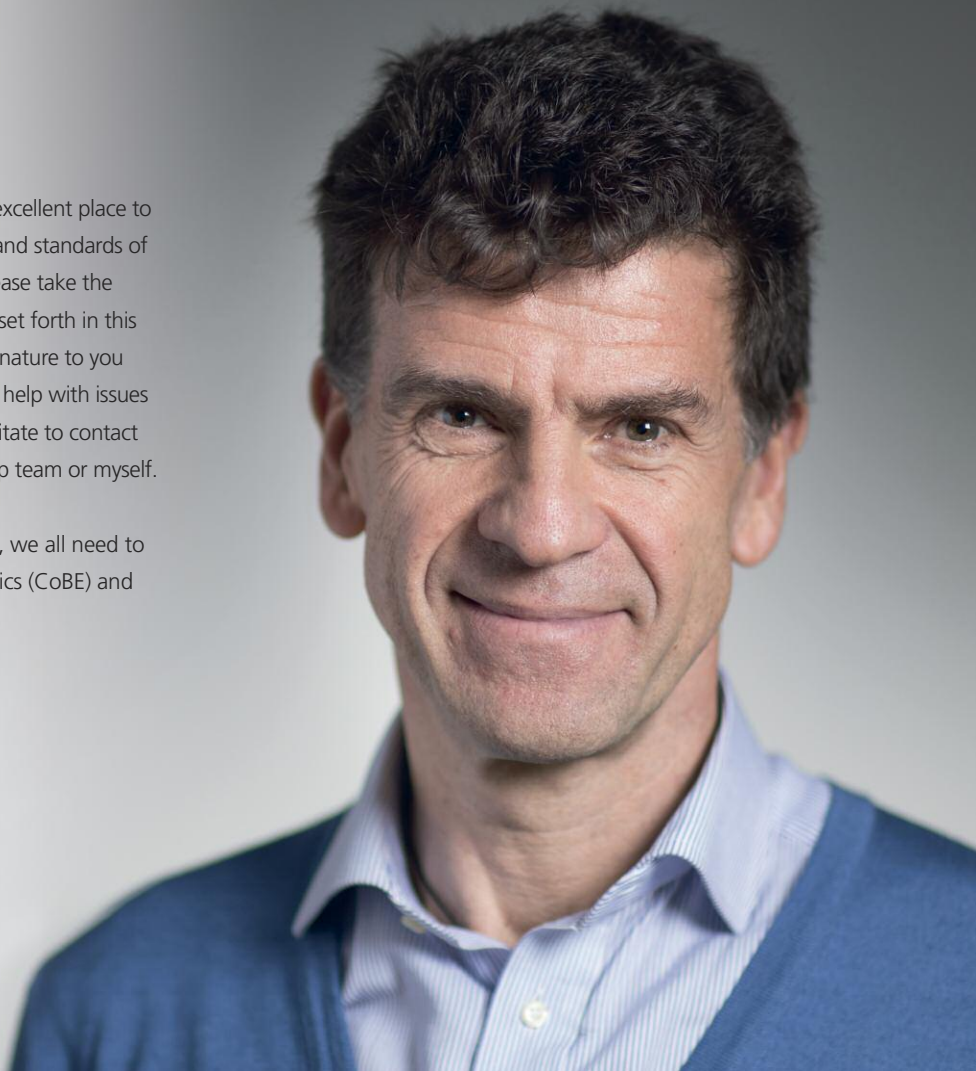
To succeed and be a successful company, we all need to fully commit to the Code of Business Ethics (CoBE) and live up to our values.

Grazie,



Paolo Carmassi

Malvern Panalytical President



A close-up portrait of a smiling man with dark hair, wearing a light blue dress shirt and a dark patterned tie. He is looking slightly off-camera to the right. In the background, two other people are visible but out of focus, suggesting an office or professional setting.

**Commitment
to our values**



Commitment to our values

Our values and what they mean to us underpin the way we work, guide our decision making and shape our culture.



We are committed to:

Absolute Integrity

- » always acting with honesty and transparency in all that we do
- » doing the right thing even if it means losing business
- » keeping our promises and commitments
- » treating our people and business partners with fairness and respect.



Empowerment

- » creating an entrepreneurial culture where people can take initiative and succeed
- » challenging our people to grow and reach their highest potential individually and collectively
- » trusting our people to take personal ownership and accountability and learn from their experiences.

Customer Focus

- » partnering with our customers to enhance their productivity and performance
- » listening to customer challenges and actively anticipating their future requirements
- » delivering on our commitments to meet customer needs.





Restless Innovation

- » continuously improving products, services and business processes
- » constantly finding ways to enhance personal, customer and product performance to create maximum value
- » challenging the status quo.

High Performance

- » delivering strong and sustainable value for our shareholders
- » performing to the highest standards against the commitments we make internally to one another and externally to our customers
- » developing resilient businesses that are best in class
- » acting with urgency without compromising quality, safety, the environment and our integrity.



**Working
with our
code**



Working with our code

Our Group operating philosophy means that our operating companies are trusted and empowered to manage their businesses independently and entrepreneurially.

Our businesses and products are varied and serve different end-user markets across the world.

Our people provide the **innovation**, technical excellence for **high performance** and **customer focus** that makes each operating company an industry leader.

We embrace our different skills, experiences, perspectives, nationalities and cultures.

However, at Spectris, we are united in our commitment to **absolute integrity** which underpins our operating philosophy and our diversity in business and people. Our ethical values are shared and form the foundation of our collective success.

Our Code of Business Ethics is based on our values and sets out the principles and standards to which we work and conduct our business. It provides guidance, inspiration and practical advice on how we should work together, with our partners and other stakeholders, with company assets and information, and in our communities.



Empowerment helps drive our success. As individuals, we are encouraged to take personal responsibility for our roles and we are entrusted to make critical judgments and decisions but we must also recognise that we may not always have the answer. Ethical dilemmas are often difficult to interpret and solve. Throughout this Code, we explain who to go to for help and advice or where more detailed information can be obtained.

The Code also sets out Spectris' commitment to an open, transparent and non-retaliatory culture.

We all have a role to play in ensuring that we do the right thing as we work. Therefore, the ideas, principles and standards set out in our Code apply to:

- » employees, irrespective of job function, role or seniority
- » Spectris plc and all its subsidiary companies (collectively 'the Group')
- » all our business partners.



Spectris is a global business and we must be sensitive to local customs and observe the laws that apply in the countries in which we operate. Where our principles, standards or guidance, as set out in this Code and in our other Group policies, conflict with any applicable local laws, we must follow the higher standard, and ensure that the requirements of local laws are met. We apply the same standards of conduct wherever we do business.

This Code, dated 2012, replaces the previous Spectris plc Code of Business Ethics issued in 2009. It should be observed in conjunction with the policies and procedures set out in the Spectris Group Manual and the various Group policies and guidance. If we believe there is a conflict between any of the requirements of this Code and these policies, we should take this up with our local management team, the Spectris plc Company Secretary or the Head of Business Ethics and Governance.



Our responsibilities

We are each expected to demonstrate ethical leadership, live the values that promote the continued success of our company and protect its reputation. This applies equally regardless of our roles, whether we are employees, managers, directors or business partners. Therefore,

We all have a personal responsibility to:

- » understand our Code, the values, principles and behaviours that are expected of us and required for our jobs
- » ensure our behaviour is consistent with the standards set out in our Code
- » comply with all applicable laws and regulations
- » seek guidance when we are unsure of the right course of action
- » raise concerns if we become aware of any suspected wrongdoing.

If we manage people, we have the additional responsibility to:

- » create and foster a culture in which members of our team feel able and confident to speak up and raise ethical issues
- » engage and follow through on questions and concerns in a timely and appropriate manner
- » be role models, lead by example and display high levels of integrity at all times
- » make sure our team understands that business results are never more important than our integrity
- » make sure the Code is provided to everyone in our team, and that they understand it.

Our business partners have a responsibility to:

- » be aware of and uphold our ethical standards and ensure anyone they engage on our behalf does so too.



Spectris and our operating companies are committed to:

- » providing training and resources so that our people are equipped to recognise and deal with ethical issues
- » never asking us to break our Code, or to act in a way that is inconsistent with our values, laws or regulations (for example, to achieve targets or secure business or any other reason)
- » providing open channels of communication that enable concerns to be raised and dealt with properly
- » taking action when a violation of our Code occurs
- » ensuring that nobody is subjected to retaliation for reporting a suspected misconduct in good faith.





Getting help and advice and speaking up

We are committed to creating and maintaining an environment in which each one of us can get advice and raise questions about business conduct and ethical issues. We will sometimes face ethical dilemmas that we are not sure how to resolve and require specific guidance. In many instances, it will be appropriate to speak to our manager or our designated Ethics Officer. In other instances, it may be advisable to consult the relevant subject experts.

Serious violations of the Code must be reported to an operating company President, the Spectris plc Company Secretary or Head of Internal Audit or via the Spectris Hotline.

Ethical dilemmas and concerns or questions about the application of our Code can also be raised and discussed with the Spectris plc Company Secretary or the Head of Business Ethics and Governance.

It is not possible for our Code to be exhaustive and set out every legal or ethical standard required. Therefore, we must seek advice if we are unclear about anything. If, for any reason, you are uncomfortable broaching concerns through the available channels, or if you have raised concerns, or witnessed or experienced unethical behaviour and these concerns, in your opinion, have not been adequately dealt with, these can be reported to the Spectris Hotline. The Spectris Hotline is managed by an independent third party who will forward reports to the appropriate Spectris plc representative.



In the spirit of our open and transparent culture, we prefer reports to be made openly with name and contact details so that a full investigation can be carried out. We will make every effort to keep this information confidential and only be known to those specifically involved in investigating concerns. We also accept that in some instances, it may be preferable for reports to be made anonymously.

The Spectris Hotline can be reached on the numbers listed at the back of this Code, or at:

www.spectrishotline.com





Disciplinary action

If, despite our commitment to integrity, an employee fails to live up to our values or comply with our Code, Group policies and procedures and/or applicable laws and regulations, that person will be subject to disciplinary action. The extent of any disciplinary action will depend on the circumstances of the violation but may include termination and reporting to the authorities. Disciplinary action will be applied in a manner consistent with the Group's policies and practices as well as relevant laws.





Addressing concerns and non retaliation

Spectris is resolute in addressing all concerns raised in good faith. Good faith means providing all information regarding a concern and believing it to be true. Spectris will investigate any reported matter and where a violation has occurred, take corrective action to resolve the situation.

Spectris takes very seriously any claims of retaliation, reprisal or detrimental treatment as a result of raising an ethical concern, reporting suspected misconduct in good faith or providing assistance in an investigation. For this reason, Spectris will take corrective action against anyone found to have retaliated against another person, regardless of his or her position. Anyone who engages in retaliation or reprisal can expect to be disciplined, which may include action up to and including dismissal.



Certification

We are each required to confirm that we have read and understood our Code and that we will comply with it. In addition, each year certain senior managers are required to certify that they have reported any violations of the Code of which they have become aware.





The Spectris Decisions Guide

At times we can all face decisions where the 'right' answer is not apparent (an ethical dilemma) or where we know the right answer, but finding the courage or means to act on it proves difficult (an ethical challenge).

A dilemma arises when we have competing values or rules, making it difficult to determine the 'right' choice (for example, honesty versus loyalty). A challenge emerges when the right course is clear, but whether the individual has the strength or means to execute that decision is uncertain.

First, we must accept that we are facing a dilemma or challenge. Once we recognise this, it is important that we take time to stop, think clearly about the issues, find the resolve to act on what we think is right, and ensure we share perspectives and any lessons.

The Decisions Guide has been devised as a simple tool to help those facing ethical dilemmas or challenges. The Guide contains a simple set of questions to aid our decision-making process. It will also help to structure discussions with our colleagues.



Am I facing an ethical dilemma or challenge? If so...



Stop, think, have courage, share...



You can work through the questions in any order, and no single question is necessarily considered to be any more important than any other. Although this exercise is not intended to slow down our decision-making, do make sure that you (and any others you may be jointly making the decision with) consider each point carefully. This Guide will only help if you are honest in recognising and working through the challenges and dilemmas presented. It is intended to help us recognise the value of integrity in business and underlines the importance of taking decisions with integrity in mind.

The following provides more detail on how the Decisions Guide can help us to **stop, think**, have **courage**, and **share**.

Do I have all the facts?

- » Do I have all the facts or information I need to make a fair and objective decision?
- » Are there any factors that might be clouding my judgment or that of others involved?
- » Have any contentious facts been adequately verified?



Which of our values and elements of the Code apply here?

- » What is making me uncomfortable about this decision, and why?
- » Which of our values are relevant to this decision and how does my decision align with these?
- » Am I clear on which parts of our Code are relevant to this decision?

Have I considered alternative options and their merits?

- » Have I thought creatively? Who else can help?
- » Who benefits from this decision?
- » Who could be adversely affected by this decision?

Am I setting a good example?

How would this look to others?

- » Am I living the role of an ethical leader?
- » What does my intuition tell me is important here?
- » What would be the impact of my action being widely known or discussed?
- » How might others react if they heard about it through the press or social media? What would it mean for key customers, suppliers and other business partners?

Have I consulted the appropriate people?

- » Have I gathered the right advice and opinions to make the best decision? Have I been honest in explaining the problem?
- » Do I know who will be affected by this decision?
- » Do I have the authority to make it?
- » Have the right people been informed about my decision?



Is it legal?

- » Do I know if there are any legal implications here, including international conventions? Who can I ask?
- » Have all relevant commitments been considered, for example, environment, community, health and safety (even if not legally binding)?
- » If I know it is legal, have I still considered all the other questions carefully? (Recognise that often the standard of conduct we set ourselves in Spectris might be higher than the minimum legal standard.)

We should never feel the need to make difficult choices on our own. This Code, your Ethics Officer and all of your colleagues are here to provide support and guidance.

**Working
together**



Working together

We are our company's greatest asset. We provide the innovation, commitment to customer focus, and high performance that turn good ideas and intentions into success. It is vital that our working environments are inclusive and respectful places where we are valued. Our fairness to our people means that we treat one another with dignity and respect.





Fair employment and diversity

Our principles

Through our actions we demonstrate Spectris' and our operating companies' commitment to fairness in employment opportunities. As part of our culture of respect, we believe that people with varied backgrounds and perspectives add creativity to the company and we encourage diversity in the workplace. We are committed to providing equal opportunities in recruitment, employment, training and development and promotion regardless of race, colour, religion or belief, national origin, gender, gender identity, sexual orientation, age, marital or civil partner status, disability or military veteran status.

This means we will:

- » make decisions on hiring, pay, benefits, promotions and other employment-related matters based on an individual's experience, performance and skills and the company's needs
- » not make decisions when we recruit or manage people based on factors which are irrelevant to a person's ability to do the job
- » strive for a positive workplace where employees are recognised and rewarded for their efforts and unique contributions.



Q I manage a small team and a new employee of a different ethnic background has recently joined us. One of the long-standing team members constantly complains about the quality of the new employee's work and his strange ways. He also thinks that the new employee must be in collusion with other employees of the same background as he constantly sees them together. What should I do?

A First speak to the established employee about his observations and concerns. Discrimination against another employee on any grounds is unacceptable. Both employees may need training on working with people from different cultures and backgrounds. Consult your local HR team for expert advice.

WHICH VALUES?

ABSOLUTE INTEGRITY: respect

EMPOWERMENT: collective teamwork



Respect for one another

Our principles

We show respect for our colleagues and never act improperly towards them. A positive, open and inclusive work environment is one where we feel respected and comfortable with one another.

This means we will:

- » listen to others and value their opinions and input even when their views differ from our own
- » not engage in any conduct that could be considered disrespectful, intimidating, aggressive, humiliating, violent or harassing, including any form of sexual harassment
- » not treat our colleagues adversely because of personal information we may be privy to as a result of our jobs.

You can talk to: your line manager or HR team

More information: your company's employment policy or human resources handbook



Q My manager is in a bad mood at work and I avoid him all day. I am getting ready to go home after work when I see him yelling and swearing at a colleague. His behaviour does not affect me directly. What should I do?

A Your manager's behaviour is unacceptable. It is never appropriate to shout or swear at a colleague. If you find it awkward to speak with your manager directly, approach another manager, your HR team or any leader in the business.

WHICH VALUES?

ABSOLUTE INTEGRITY: respect



Health, safety and wellbeing at work

Our principles

Our wellbeing comes first. That's why we promote health and safety in our daily work. We are responsible for creating and promoting a workplace where all employees feel safe and protected from harm.

You can talk to: your line manager, company's facilities team or health and safety staff

More information: Spectris plc Health and safety policy, Vehicle and driver policy, your company's health and safety policy and any specific equipment usage instructions

This means we will:

- » know and follow all laws, regulations and company policies on workplace health and safety
- » attend safety training sessions
- » use protective equipment, safety devices and clothing for work as required
- » speak up and alert our managers to any unhealthy or unsafe situations that we encounter
- » ensure all business partners or contractors working at our facilities follow safety procedures
- » never use or be under the influence of illegal drugs on company property or business
- » never be under the influence of, or consume alcohol or illegal drugs when on our company's or a customer's manufacturing line or facility
- » only consume alcohol when on company business, where appropriate and in moderation



- » adhere to the pharmaceutical manufacturer's recommendations on the operation of equipment or vehicles when taking medicines
- » make health and safety key considerations in all our work activities.

Q My manager constantly reminds me about the importance of wearing safety equipment as per the signs on display. However, whenever he shows people around the laboratory, neither he nor his guests ever wear safety goggles or earplugs. Should I flag this up?

A Yes. The rules regarding protective equipment apply to everyone and are there to keep us all safe. You should raise this with your manager; otherwise consult another manager or health and safety or HR representative.

WHICH VALUES?

ABSOLUTE INTEGRITY: doing the right thing

EMPOWERMENT: personal ownership and accountability

HIGH PERFORMANCE: acting without compromising safety



Human rights

Our principles

Spectris adopts internationally recognised human rights standards wherever it operates. The company's human rights policy is consistent with the Principles of Human Rights, as set out in the International Labour Organization's Core Conventions. This policy sets out the standards we apply in our interactions with employees, business partners and the communities we operate in, as well as the expected conduct regarding: employment rights and opportunities; workplace non-

harassment; support for disabled individuals; non-use of forced or child labour; freedom of association; collective bargaining; environmental practices; and safe working conditions. We all have a responsibility to promote and protect human rights and freedoms.

You can talk to: your line manager or HR team

More information: Spectris plc Human rights policy and your company's human rights or related policy



This means we will:

- » always respect the human rights of those we work alongside and come into contact with as Spectris employees
- » adhere to applicable laws regarding the freedom of employees to associate or bargain collectively without fear of discrimination
- » not use forced or child labour or engage any partners that do so
- » pay wages and benefits which meet or exceed national minimum requirements, and adhere to working time regulations where applicable
- » make our partners aware of our human rights policy and encourage them to adopt similar standards.

Q I work in the procurement team. During a visit to one of our contractors' premises I noticed that a number of their employees seemed very young and of school age. None of these young employees are ever on our sites. Is this my concern?

A Yes. You should speak to the contractor to get more information and clarify the situation. At Spectris, we do not condone child labour and expect our contractors and other suppliers to have the same standards.

WHICH VALUES?

ABSOLUTE INTEGRITY: fairness



Conflicts of interests

Our principles

We must demonstrate loyalty to our company and colleagues by avoiding any personal or family interests which may lead us to act against the best interests of the company.

As part of our jobs, we have a responsibility to ensure that personal activities do not conflict with our professional duties or loyalties to the company and our colleagues. At times, a personal interest may differ from our responsibility to the company. Such conflicts can arise in a number of ways and we have a duty to consider carefully situations in which our loyalties may be divided, by managing them appropriately. These can include: external employment and affiliations; engaging in business activities or acting as a director in one of the

company's customers, suppliers or competitors; holding or acquiring a personal financial interest in a competitor, customer or supplier (apart from the holding of shares or securities listed on a recognised stock exchange); or working directly with a family member or someone who we have a personal relationship with. We will be open and transparent about any potential conflicts of interests and discuss them with our line manager.

This means we will:

- » avoid situations where our personal interests may conflict with those of our operating companies or impact negatively on our colleagues
- » always disclose any conflicts of interest or potential conflicts of interest with our line manager or Ethics Officer and ensure that these are approved and recorded in writing in the conflicts register

You can talk to: your line manager, HR team, legal team, Ethics Officer or Spectris Group Legal



- » not personally provide any services to a competitor or potential competitor, customer or supplier
- » not knowingly place business with a firm owned or controlled by an employee of our company or their family without first obtaining clearance and approval to do so.

Q I work in HR. While reviewing some job applications, I notice similarities between the names and address details of one of the applicants and one of our company directors. The director, who will be involved in the interview process, has not indicated that his daughter is an applicant. Can we include her in the interview process?

A His daughter can apply for the job if it has been advertised externally. The director must indicate that his daughter has applied for the job and exclude himself from the interview and hiring process. The criteria used to assess all candidates' suitability for any Spectris role is based solely on merit. If the daughter gets the job, her father should not be involved in supervising her or deciding her pay. Regard should be given to how the daughter's employment could be perceived by colleagues. Check for local rules on nepotism.

WHICH VALUES?

ABSOLUTE INTEGRITY: honesty, transparency, fairness

A man with dark hair, wearing safety glasses and a white lab coat over a striped shirt, is looking down and to the left. He is in a laboratory setting, with a blurred background showing various pieces of equipment and a control panel with buttons and dials. The text "Working with partners and other stakeholders" is overlaid in a bold, purple font on the left side of the image.

Working with partners and other stakeholders



Working with partners and other stakeholders

We believe that our partners choose to work with us not only because of the innovation and quality of our products and services but because of the high standards of integrity that we demonstrate. Our company's reputation comes down to how we work with others, the trust we develop and the commitments that we keep. Our daily interactions and discussions with our customers, suppliers and other business partners make the difference to our success. We will only appoint partners whom we know are reputable having carried out appropriate due diligence.

We respect the communities and governments of the communities in which we operate. We do not cut corners but conduct our business in accordance with all relevant laws, regulations and applicable standards. Where laws are less restrictive than our own standards, we follow our higher standards.



Product quality and safety

Our principles

We are committed to ensuring the quality and safety of our products at every stage – from design through to manufacture, from sales and commissioning to after sales support. We have a duty to our customers to provide products and services that match our promises and their requirements – providing good value and delivering consistently on product performance, quality, reliability and safety.

This means we will:

- » comply with all relevant product quality and safety laws and regulations
- » understand the contractual specifications or other requirements which our company must achieve to meet our customers' requirements, including those that exist in our different end-user markets
- » follow stringent product quality plans and procedures, including quality assurance testing, without compromise
- » provide high standards of after sales service and prompt redress when product quality or safety issues are raised by our customers
- » immediately report any quality or safety issues we become aware of to our line manager or quality or safety assurance team.

You can talk to: your line manager, product development, quality and safety assurance teams or legal team or Spectris Group Legal



Q I am a technician in my company's manufacturing team and am charged with completing a product shipment to a tight deadline. I need to carry out the product quality assurance testing but if I do, the shipment will be delayed. I am under pressure from my supervisor to meet the deadline and am considering skipping the tests. None of my products have failed a test before and I feel confident that testing would be successful. Can I skip the testing?

A No – the strict adherence to our testing procedures is not optional. Notwithstanding the time pressure, it is not acceptable to skip the testing. You should speak to your supervisor first. If this proves tricky, explain to another member of the management team that the testing needs to be completed and this might cause a shipment delay. At Spectris, we never take short cuts with quality or safety.

WHICH VALUES?

ABSOLUTE INTEGRITY: transparency, doing the right thing

CUSTOMER FOCUS: delivering on our commitments

HIGH PERFORMANCE: acting without compromising quality and safety



Working with third parties

Our principles

We use various third parties – agents, contractors, consultants and other representatives – to serve and sometimes represent the Group. These parties help us to form relationships with other partners and in some cases act on behalf of or represent the Group. It is, therefore, imperative that they understand our standards and

approach to conducting business. In order to protect the Group from being inadvertently involved in illegal or corrupt practices we have policies and processes in place to ensure the careful selection of our business partners.

You can talk to: your line manager, legal team, sales or business development team, Spectris Group Legal and Spectris plc Company Secretary

More information: Anti-bribery and corruption and Spectris plc Group manual – Control of legal exposures and Third party due diligence policy



This means we will:

- » carry out proportionate but thorough due diligence on potential partners, engaging only those who meet our ethical standards
- » inform potential partners of the company's expectations regarding how they conduct business on our behalf
- » ensure that standard form agreements (set out in the Control of Legal Exposures section of the Group Manual) will be entered into prior to third parties providing services or acting on behalf of the company
- » only make payments to third parties on commercially reasonable terms and in line with market practice and law
- » learn to recognise and report red flags that may indicate a failure of third parties to comply with our standards
- » issue third parties with our Code, requesting confirmation of receipt and understanding where necessary, and provide anti-bribery or other necessary training
- » not use third parties to conduct improper business or illegal activities.



Q I have worked with an agent for a number of months and he has been instrumental in getting us introduced to new clients. Last week he presented his bill which included large amounts for entertainment. I told him this was excessive and he has come back with a new invoice that just says consulting fees. He is a very influential person. Should we just pay the bill?

A No. We have a responsibility to ensure that agents and other third parties who are working on our behalf adhere to our standards and obey the law. This payment must be checked by local management to ensure that it is correct.

WHICH VALUES?

ABSOLUTE INTEGRITY: honesty, doing the right thing



Our suppliers

Our principles

We know that our success depends on supplier relationships that are built on trust and mutual rewards. This means that we manage these relationships with respect, honesty and integrity whatever the size of the transaction or length of our relationship, and that we pay our suppliers in line with our contractual and legal obligations.

We also recognise that our strategy of outsourcing non-core manufacturing does not remove our responsibility for the ethical integrity of those products or the environmental impact of our suppliers. Therefore, we expect our suppliers to adhere to our standards in relation to human rights, working conditions, health, safety and the environment.

You can talk to: your line manager or procurement or legal teams or Spectris Group Legal

More information: Human rights and your company's procurement policy



This means we will:

- » provide equal and open opportunities for our suppliers to bid on and win contracts in line with our selection criteria ensuring suppliers are chosen on merit
- » communicate openly and honestly with our suppliers
- » honour our agreements and commitments to our suppliers
- » make our suppliers aware of the principles within this Code and the standards we expect of them.

Q I am the purchasing manager at my company and while visiting a supplier's factory observe a number of unsafe working practices. It appears that chemicals are not being disposed of properly. What should I do?

A You must raise your concerns and discuss the issue with the supplier and ask them to improve their health, safety and environmental practices. If the supplier is using unsafe practices, it could affect the quality of the products they supply to us. You may have to consider ending the relationship with the supplier if they do not improve and should seek advice from your manager or legal team.

WHICH VALUES?

ABSOLUTE INTEGRITY: doing the right thing

HIGH PERFORMANCE: acting without compromising safety and the environment



Anti-bribery and corruption

Our principles

We do business on the basis of our product and service excellence and work hard to protect our product integrity. We are committed to doing business in an ethical manner and have a zero tolerance policy on bribery. We do not pursue business that will require us or any Group companies to engage in unethical or illegal practices and we will not accept business if it requires giving or receiving a bribe or kickback.

We comply with relevant legislation on bribery and corruption in the countries in which we operate. We only appoint third parties who can demonstrate that they comply with the principles of our Code and conduct business with high standards of integrity. Bribery also undermines our core values of restless innovation and high performance.

You can talk to: your line manager, legal team, Ethics Officer, Spectris Group Legal and Spectris plc Company Secretary

More information: Working with third parties, Working within our communities and Spectris plc Group manual - Control of legal exposures and third party due diligence policy



This means we will:

- » be ethical in our actions and never exchange anything of value that could be considered as an improper incentive for a business action
- » always ask ourselves whether the decision or action we are about to take could give the appearance of impropriety or compromise the Group's or our personal integrity or reputation
- » not offer, provide or accept anything of value that is intended or may be perceived as an effort to influence a business decision: this could be a payment, gift, favour, job offer or other benefit, including entertainment and hospitality
- » not offer, give or accept any form of a 'kickback' tied to facilitating a business transaction: a kickback could be a bonus, incentive, thing of value, disguised gift or form of entertainment, potentially from a customer or other party
- » not make any 'facilitating', 'grease' or 'expediting' payments to government officials so as to clear items through customs or to obtain a required permit more quickly
- » not use an agent, contractor or other company representative to make any payment or provide anything else of value that our company does not permit.



Q In order to secure a deal with a customer, I offer the customer a cash payment. The payment is from my personal funds and I do not claim the money from the company. Is there anything wrong with this?

A This is completely unacceptable and the potential consequence for making such a payment could be severe for you and the company. It is irrelevant that payment is made personally. At Spectris we never pay bribes, either directly or through third parties.

WHICH VALUES?

ABSOLUTE INTEGRITY: honesty, transparency, doing the right thing, fairness



Gifts and hospitality

Our principles

We only exchange appropriate gifts, entertainment and other hospitality where permitted and in order to build a business relationship – never as an incentive for improper conduct. We recognise that in appropriate circumstances, exchanging modest gifts, entertainment or certain other hospitality can help us to form or strengthen relationships with our business partners.

A small gift can be a gesture of goodwill; a business dinner may provide an opportunity to get to know a customer or supplier better but an inappropriate gift may suggest improper influence in business transactions and indicate attempts to conduct business using illegitimate tactics.

You can talk to: your line manager, legal team and Ethics Officer

More information: your company's gifts, entertainment and hospitality policies for local gift currency limits and related standards



Gift currency limits and related standards are stated in our companies' individual policies and they are to be respected at all times. Registers to record gifts and hospitality, whether accepted or declined, should be maintained.





This means we will:

- » not offer, give or accept a gift that is not in accordance with our company policies
- » not accept a gift that is greater than nominal/modest value without prior written approval from our line manager/senior executive: nominal value items include the occasional low-cost pen, key ring or mouse mat
- » not offer, give or accept a gift of cash or monetary equivalents, such as gift cards or vouchers
- » not offer, give or accept entertainment that has no business purpose or where the host is not present: for example, gifted tickets to an event
- » not offer, give or accept entertainment that is lavish or costly without our line manager/senior executive's approval: for example, attendance at a major sporting event
- » not offer, give or accept a gift, entertainment, hospitality or anything else of value that is illegal or against the recipient's organisational policies
- » not offer, give or accept a gift, entertainment, hospitality or anything else of value that is not customary or appropriate in the country or industry
- » not offer, give or accept a gift, entertainment, hospitality or anything else of value that could be seen as an attempt to influence business decisions.



Q Our courier delivery man and I support the same football team and often discuss football when he visits our offices. During one of his visits, he gave me a small box of cookies. On today's delivery round he presented me with four premium tickets to watch our football team in the finals. I would really like to see the match with my friends. Can I accept the tickets?

A Accepting the occasional box of cookies may be fine, however tickets to a sporting event would be considered lavish and are not acceptable. Refer to your company's policy on gifts and hospitality and seek approval from your line manager before accepting a gift or hospitality which is not of modest value.

WHICH VALUES?

ABSOLUTE INTEGRITY: honesty, transparency, doing the right thing



Fair competition

Our principles

We are committed to vigorous and fair competition, and we believe these objectives can be achieved simultaneously. We will always behave ethically when competing for business and placing business with suppliers. Our standards help to ensure that the Group competes fairly in all of its markets as well as competing aggressively to best serve our customers. We follow all competition laws and know and adhere to company standards regarding fair competition.

If you are involved in marketing, sales, pricing or contracts, you must understand the competition rules related to your work. The laws in each of our markets vary and in some countries competition laws apply to activities and individuals outside their home market

Dealings with competitors

This means we will:

- » never enter the company into any agreement or understanding with a prospective or current competitor that is intended to create or likely to suggest unfair competition
- » refrain from discussing pricing, market shares and production/output plans with competitors
- » immediately excuse ourselves if any such topics arise in a meeting involving competitors, stating that we believe the discussion is improper and immediately report the matter to our legal teams
- » consult our legal team or Group Legal before entering into discussions or communications with a competitor about a partnering agreement like a joint venture



- » ensure that the specific facts of each competition situation are provided to a senior executive or our legal team in order to ensure that a correct resolution be determined
- » never allow or help the company to engage in any action with intent to drive out competitors or otherwise unfairly compete
- » not disparage competitors, their products or services particularly with comments that cannot be substantiated, and ensure that any product comparisons are based on factual data or competitors' marketing or communications
- » always seek advice from our legal team or Group Legal regarding the stringent rules on restrictive practices
- » participate in any competition law training.





Gathering competitive information

This means we will:

- » only acquire information on the competitive marketplace from proper public sources, such as: newspapers; a competitor's publicly-available marketing material; discussions with customers; observations of competitors' products and services available to the market; and market reports on industrial segments from reputable sources
- » not access information to help the company through theft, spying or other covert or illegal behaviour
- » never accept confidential information directly from a competitor unless part of a specific project and the agreement for receipt of the information has been approved by our legal team or Group Legal
- » not use confidential information or data from previous jobs or encourage anyone else to do so
- » check with our legal teams before using any competitor information that is marked as confidential, such as 'Internal Use Only' or 'Company Confidential'
- » never use an agent, consultant or other third party to obtain competitive information unless part of a specific project and the agreement for the receipt of information has been approved by our legal team or Group Legal.



Dealing with customers and suppliers

This means we will:

- » not enter the company into any discussion, understanding or agreement with a prospective or existing customer, distributor, supplier or other third party that is intended to restrict or eliminate competition, will have the effect of restricting or eliminating competition, or is likely to suggest unfair competition.

You can talk to: your line manager, contracts team, procurement team, business development team and legal team, Ethics Officer or Spectris Group Legal

More information: Spectris plc Group manual - Competition and anti-trust compliance policy





Q My company and a major competitor are both bidding for a contract with a major customer. A colleague who recently joined the company after working for a competitor says he kept notes on all our competitor bids when he had access to the data and offers to bring his notes in to let me see them. The information could be useful in our bidding process. Is it OK to use the information?

A No. The information is proprietary to the competitor and must not be used. You should not encourage colleagues to keep or use confidential information obtained from other jobs and you can only use information about competitors that is in the public domain.

WHICH VALUES?

ABSOLUTE INTEGRITY: honesty, transparency, fairness



Trade controls

Our principles

Most countries in which we conduct business regulate the movement of products, services and data across their borders and we comply with all laws and regulations governing the import and export of our products, including: customs; tax; duty-free sales; country and company embargoes; restricted end uses; and anti-boycott requirements. We support the company's responsibilities for cross-border trade and follow the export, re-export and import requirements set by the countries in which we do business.

Our company standards also apply to agents or other representatives doing business for the company or acting on its behalf.

If you are in any way involved in moving products, services or information into and out of the company, ensure that you know the company's policies and procedures and related regulatory requirements. It is important that all employees know in advance the steps required to avoid problems during or after the actual movement of materials



This means we will:

- » comply with all applicable import and export laws and regulations and obtain relevant authorisations for the import and export of goods, technology and information
- » never support or participate in any activity which we know will violate customs, export or import regulations, such as: mislabelling or undervaluing products on shipping or documents; concealing the final destination of shipments; or supplying products and services without an export licence when one is required
- » follow the company's policies and procedures whenever we handle goods, technology or data that will be transferred to or has been received from persons outside the company
- » ensure that we are familiar with restrictions on providing services and technical assistance to certain companies, individuals and countries, where relevant to our jobs
- » take part in appropriate export training programmes at Spectris.

You can talk to: your company's export controls compliance officer, your legal team, or the Spectris Export Control Advisor

More information: Spectris plc Group manual - Export controls compliance policy and your company's Export controls compliance manual



Q My team receives a request for a quotation from a potential customer for use in their pharmaceutical plant. During the sale process, we learn that the customer is funded by drug cartels and on the denied parties list. The customer claims to have done business with our competitors and says that they can assist in obtaining the relevant export licence. Can we proceed with the sale?

A No. Our Code states that we comply with applicable import and export laws and regulations and we do not do business with anyone on the denied parties list. Breaching these laws could expose the company to legal sanctions and seriously damage our reputation. Check with your export controls manager before any goods or services are supplied.

WHICH VALUES?

ABSOLUTE INTEGRITY: doing the right thing

A close-up portrait of a smiling woman with dark, curly hair tied back with a black bow. She is wearing a white lab coat over a dark top. In the background, a person wearing a blue cap and a white lab coat is blurred. The text 'Working with company assets' is overlaid on the left side of the image.

Working with company assets



Working with company assets

How effectively we manage our assets can make the difference between a marginally successful company and a great one. Our shareholders count on us to make wise use of the company's assets, spurring us to use those assets effectively and properly to best serve all of us at Spectris.





Physical assets and company funds

Our principles

The company's physical assets consist of facilities, equipment, supplies, raw materials and finished goods in inventory or awaiting shipment to a customer.

Company funds will usually include cash, cash equivalents, company credit cards, invoices and other documentation that represents funds transactions.

We must obtain the best value from all our assets by using them properly and protecting them from misuse, loss or improper destruction. We apply the same standard of care whether it relates to expensive machinery or equipment, or office supplies.

This standard applies equally to those assets in our care which belong to our customers or business partners.

This means we will:

- » use with care and only for authorised purposes company and third party assets we have been entrusted with
- » not use company assets for personal use or remove them from company facilities without proper authorisation
- » not dispose of major assets, such as equipment or raw materials, without authorisation
- » not seek to make personal gain from the use or sale of company assets



- » only use company funds for business purposes and ensure that all transactions are properly recorded
- » ensure that all payments to third parties are proper
- » be alert for signs that may indicate improper efforts, such as payment terms that violate contracts or payments to payees or locations other than the name on record.

Q My son needs to print his five-page science report and I offer to print this for him at work. His report wins the School Science Award and he needs 100 copies of his five-page report. Can I print these at work?

A Printing a short personal document as a one-off may be OK. However, printing a much longer document is inappropriate. Company assets may only be used for business purposes, not personal use.

WHICH VALUES?

ABSOLUTE INTEGRITY: honesty

HIGH PERFORMANCE: delivering sustainable value



Accuracy in business records and representations

Our principles

It is essential that our financial and corporate books and records show a clear and accurate picture of our operations and trading position at all times. Accurate and complete records of all business conducted by our companies must be maintained and financial statements prepared in accordance with applicable legal, technical and professional standards. We must ensure the company is fully compliant with all applicable regulations relating to: tax declarations; import and export duties; money laundering; foreign exchange controls and similar.

Shareholders, customers, regulators and other stakeholders count on the company to provide accurate information about our operations and products. Our commitment to integrity demands that we do nothing less.

You can talk to: your line manager, company's finance team, Ethics Officer or the Spectris plc finance team

More information: Spectris plc Group Accounting and policies manual and your company's policies



This means we will:

- » preserve documents and records in accordance with applicable standards
- » report financial information consistent with the Spectris Group Manual
- » show integrity in submitting or approving expense claims consistent with company policies
- » not knowingly make a false or misleading entry in any financial or non-financial records or reports
- » accurately represent characteristics and performance of the company's products and services
- » immediately report any requests to falsify records
- » seek immediate guidance in response to any suggestions that taxes or duties due could be avoided by under-declaring values or payments in foreign currencies or jurisdictions.

Q I notice in my payroll record that instead of subtracting five days' holiday, which I took recently from my holiday balance, five days have been added. As it is not my error, I am tempted not to mention it and take the five extra days. Can I keep quiet?

A Absolutely not. You must report the error to your HR, benefits or payroll team. It is irrelevant that you did not make the error and you have a duty to correct the mistake. You are responsible for ensuring that all records, including those relating to holiday and time-recording, are correct. Your time is of value to the company and you have a duty to protect it.

WHICH VALUES?

ABSOLUTE INTEGRITY: honesty, doing the right thing

EMPOWERMENT: personal ownership and accountability



Intellectual property

Our principles

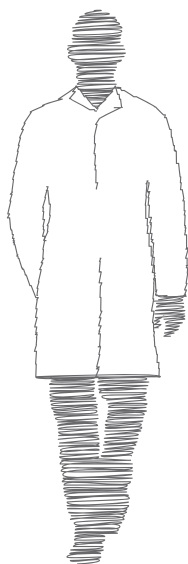
Company intellectual property consists of innovations and other unique works or materials that the company can protect through patents, trademarks or copyrights. Equally important is sensitive company information that provides us with competitive advantage, such as trade secrets which we must safeguard from unauthorised disclosure.

This means we will:

- » safeguard all company intellectual property by designating its confidentiality
- » inform our manager when we develop innovations, knowledge or other information, so that the company can determine whether and how to protect it
- » ensure that third party intellectual property is obtained legitimately with the owner's consent and is introduced into the company's projects or systems in a way that does not damage our systems or expose us to liability
- » use third-party intellectual property only according to proper-use licences.

You can talk to: your line manager, your VP/Director responsible for IP, legal team, Ethics Officer or Spectris plc Company Secretary

More information: Spectris plc Group manual - Intellectual property and your company's policies



Q I am at a reception at the end of a trade show and overhear a colleague talking about a new product he is working on. The product has many innovations unique to our business. One individual seems to be taking a particularly close interest. What should I do?

A Your colleague may inadvertently be revealing confidential intellectual property belonging to the company. Intervene in a professional manner, stop the conversation and explain to your colleague why.

WHICH VALUES?

ABSOLUTE INTEGRITY: doing the right thing

EMPOWERMENT: personal ownership and accountability

Working with information

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Working with information

The business information that we work with is vital to our success. It provides important knowledge to help us serve our customers and compete effectively. That is why all business information belonging to or shared with the company is safeguarded and used properly. When others entrust us with their information, it must also be used wisely and carefully to get the best value from it.





Confidential and proprietary information

Our principles

Any information that we do not make public can be considered company confidential and proprietary information and must be protected. Our customers, suppliers and others may also share their confidential and proprietary information with us. We have a duty to make proper use of information belonging to others, including customers, other business partners and information owners, including competitors.

You can talk to: your line manager, legal team, Ethics Officer or Spectris Group Legal

More information: [Gathering competitive information](#)

This means we will:

- » where appropriate, enter into confidentiality or non-disclosure agreements and use confidential information in accordance with the terms of those agreements
- » use confidential information for business purposes only, protect it from improper disclosure or misuse, and only dispose of it according to company procedures
- » only disclose information to individuals with a business need or authorisation, depending on its sensitive nature
- » only disclose third-party confidential information with their permission
- » only retain or dispose of third-party confidential information according to the terms of the relevant confidentiality agreement



- » use third-party intellectual property, such as copyrighted articles, trademark names and other information that requires a licence, as per proper use guidelines and restrictions
- » ensure that products and business practices do not violate the patent, confidentiality, trademark or other rights of competitors or other third parties
- » recognise that any discussions taking place between us and a third party may be as confidential as any information that is passed to us following the confidentiality agreement or during the course of those discussions.

Q I have been working on a new client project that makes extensive use of a supplier's technology. The client, who has signed a non-disclosure agreement with us, is asking to see specifications that relate to the performance of the supplier's components. Is it advisable to send over specifications that relate to this project?

A Even though there is a non-disclosure agreement in place between the client and your company, it does not mean that you have the right to share the supplier's confidential information without their consent. You should discuss this with your manager or legal team.

WHICH VALUES?

ABSOLUTE INTEGRITY: honesty, fairness to our business partners



Inside information and share dealing

Our principles

Inside information refers to important confidential information about Spectris that has not been made public, and if known, could influence an investor's decision to buy or sell shares. This information can include: corporate earnings; potential acquisitions pending major product launches; entry into new markets; or restructurings. Inside information includes the important, confidential information of both our company and business partners with whom we work.

Buying or selling shares on the basis of inside information is a criminal offence in the UK, US and many other countries.

You can talk to: your line manager, legal team, Ethics Officer or Spectris Group Secretarial

More information: Spectris plc Group manual - Share dealing code



This means we will:

- » safeguard inside information and only provide it to those who require it to do their jobs or are authorised to receive it
- » never use inside information as the basis for trading in Spectris or other companies' shares
- » seek the consent of the Spectris plc Company Secretary before trading
- » never provide inside information to others who may use it as the basis for trading.

Q My father-in-law has held shares in Spectris for many years. He telephoned me recently, asking whether to buy more shares or sell his holding. I am aware that we are about to announce the acquisition of a business which could affect the share price. What should I do?

A If you have information which is not generally available to the public and could potentially affect the share price or influence investors' decisions, you may possess inside information. Never provide inside information to others, even close family, as it may be used as the basis for trading and the legal sanctions for the misuse of inside information can be severe.

WHICH VALUES?

ABSOLUTE INTEGRITY: honesty, transparency,
doing the right thing

EMPOWERMENT: trusting our people



External communications

Our principles

Our reputation is important. Many parties have an interest in the Group's activities – investors, regulators, local communities, the press, potential customers and suppliers and others. We need to communicate to them in a clear, unified and accurate voice. All external parties are dealt with in a straightforward way to ensure that nothing we say is intentionally inaccurate or misleading.

We are expected to compete vigorously and effectively but never unfairly. Therefore honesty underpins all sales, marketing and advertising activities. Our commitment to honesty and transparency demands it.

You can talk to: your line manager, company's communications staff, a senior executive or Spectris plc Head of Corporate Affairs

More information: your company's policy on communicating with outside parties



This means we will:

- » only provide outside parties with information about company operations if we are authorised to do so
- » forward any requests for information we are not authorised to provide, to our manager or operating company's communications staff or legal team
- » advise regulators contacting us that the company wants to be helpful and that we are required to forward the request to the proper company individual
- » always use care and good judgment when speaking about Spectris, our operating companies or individual employees, particularly on social media channels, and refrain from publishing or reporting on internal conversations or reports which are confidential to our company
- » accept the responsibilities of online social networking, and that if we identify ourselves as a Spectris employee, we must ensure our profile is consistent with how we want to present ourselves to our colleagues and customers, and that any content we publish reflects our values
- » ensure that all our advertising and marketing claims are accurate, can be substantiated and never mislead customers about our products and services
- » make sure that all our marketing and promotional materials, including trade fair samples, do not contain technical information controlled for export by applicable laws
- » not quote or reference customers, partners or suppliers without their prior approval.



Q On my way out of the office, I am approached by a journalist who asks me to comment on the news that Spectris is acquiring a new business in the City. I have recently heard rumours to this effect. Can I discuss this with the journalist?

A No. Politely decline to comment and direct the question to the person responsible for external communications in your company.

WHICH VALUES?

ABSOLUTE INTEGRITY: fairness to our business partners



Personal information

Our principles

Spectris collects information about and from employees for legitimate business purposes, such as providing benefits and other services. We are committed to keeping employee information safe and ensuring that all personal data is used and stored appropriately. Our culture of respect means we do not misuse personal information in our possession.

Certain regions and countries, such as the European Union, restrict how personal information can be retained, used and transferred across borders. We respect and abide by these restrictions.

This means we will:

- » ensure information in our possession is used for legitimate business purposes only
- » only issue personal information to others who require it to perform their jobs and are authorised to have it.

You can talk to: your line manager, HR team, legal team, Ethics Officer or Spectris Group Legal

More information: Respect for one another, your company's employment policies, human resources and data protection policies



Q I notice a colleague has left some CVs on her desk with a note saying 'shortlisted'. A good friend in the company has applied for a transfer and I am pleased to see that she has made it onto the shortlist. I text her straight away with the good news. Is this a problem?

A Yes. You were wrong to read the confidential information on your colleague's desk and it was not your right to inform your friend of the outcome of the shortlist process. Confidential information and personal data must only be used in the appropriate business context. Your colleague also has a responsibility to safeguard confidential information in her care.

WHICH VALUES?

ABSOLUTE INTEGRITY: fairness to our people

EMPOWERMENT: personal ownership and accountability



Information technology systems

Our principles

We maintain the integrity of our information technology resources, use them with care and according to company procedures, and protect them from improper use and harm. Our information technology systems, software and data are important tools for managing our business. Their physical integrity and security are critical to our operations and help us to serve our customers effectively and efficiently. Information technology includes all networks, computers, software, telephones, personal digital devices, data and system and Internet access.

You can talk to: your line manager, IT department, Ethics Officer or Spectris Group IT

More information: your company's IT policies

This means we will:

- » conform to all requested procedures to safeguard our information technology systems from improper access or use, including desktop and laptop computers
- » use appropriate security to restrict access to company information technology systems, such as passwords and proper logins
- » prevent others from accessing our information technology systems without authorisation
- » not introduce unapproved, unlicensed or potentially malicious software onto our systems
- » use these systems only for approved business purposes, restricting personal use to a minimum
- » not use company computers inappropriately, for example to access pornography or gambling sites.



Q One of my colleagues seems to spend most of her time on social networks. When a supervisor walks past, she always switches screens. She is a good friend and I don't want to cause offence. What can I do?

A Your friend risks getting into trouble if she is spending excessive amounts of time on personal sites. Not only is she wasting time, she is also using company assets inappropriately. Try talking to her about this directly, pointing out that her activities have been noticed. If her behaviour persists, you must report it to her manager.

WHICH VALUES?

ABSOLUTE INTEGRITY: honesty, doing the right thing

Working within our communities





Working within our communities

As a business citizen, we take our responsibilities seriously. We recognise that our social responsibilities extend to the communities in which we operate and that we have a duty to safeguard our environment.





Charitable and community activities

Our principles

Our companies provide support and assistance to local charities, participating in a range of activities and educational initiatives in aid of their local communities. We encourage our people to contribute to charitable and worthy causes in their communities in a responsible manner.

You can talk to: your line manager, HR team, legal team, communications team or Ethics Officer

More information: Anti-bribery and corruption, Spectris plc Group manual - Delegated authorities limits and your company's policy on charitable and community support

Any company funds committed to charitable and community causes must be authorised and properly accounted for in accordance with our operating company policies.

This means we will:

- » seek permission before volunteering for charitable or community activities on behalf of our companies
- » ensure that company funds reserved for charitable or community causes are accounted for and in line with our company guidelines
- » make sure any charitable donations or sponsorship of £10,000 or more are first approved by the Business Group Director and Spectris plc Group Finance Director as instructed in the Delegated Authority Limits in the Spectris Group Manual



- » exercise caution when making donations on behalf of the company, ensuring that donations are appropriate and proportionate and do not give the appearance of being an improper payment or bribe
- » make certain that any volunteering we commit to on a personal basis does not conflict with our work.

Q The purchasing manager for a large company agrees to give me their first order, expecting me to make a £200 donation to his favourite local youth sports charity. Our company actively funds local charities. Will the same rules apply to this donation? Please advise.

A You should not make the donation. While we are committed to supporting local communities and charities, making a donation on these terms could be viewed as an improper payment or a bribe. You should discuss the matter with your manager or legal team.

WHICH VALUES?

ABSOLUTE INTEGRITY: doing the right thing, fairness



Political contributions or activities

Our principles

It is the company's policy that donations or provision of support in kind to political parties or campaigns are prohibited.

This means we will:

- » not use company funds, facilities or other assets to make contributions or donations to political candidates, parties or causes
- » not use our work time to engage in activities that support political efforts
- » ensure that our personal activities and contributions to political interests do not implicate our company.

Q A team member is active in local politics and has decided to run for local office. This activity will not impact on his work time. He puts posters of himself and his political party up in the staff canteen and other areas. None of these are in public facing areas. Is this OK?

A What an employee does in their own time is up to the individual. It is, however, unacceptable for political posters to be put up on work premises. Our Code is very clear on this point: 'ensure that our personal activities and contributions to political interests do not suggest the company's involvement.'

WHICH VALUES?

ABSOLUTE INTEGRITY: fairness

EMPOWERMENT: personal accountability



Respect for the environment

Our principles

We are committed to conducting our business in a manner which safeguards the environment. As responsible stewards, we work hard to minimise any negative impact our work may have in the communities in which we operate. We take the continuing reduction in our environmental impact seriously, conserving and protecting natural resources and managing our energy and water usage.

This means we will:

- » comply with all applicable environmental laws and regulations and strive for best practice in all our activities
- » manage our resources to minimise raw material usage, dispose of waste correctly, reduce harmful emissions and promote energy conservation and recycling
- » assure our suppliers and business partners that their environmental impacts are managed to standards acceptable to the Group
- » adhere to all Group or operating company guidelines.

You can talk to: your Facilities Manager or Operations Director

More information: Spectris plc Group manual - Environmental policy or your company's environmental policy



Q Two colleagues are disposing of waste oil down a drain. They explain that they have no place to store it and that it is not toxic. Is this acceptable?

A No. You should ask them to stop immediately and get a clean-up team involved. Spectris has clear rules regarding the disposal of waste and these must not be ignored. If they refuse to cooperate then you must report this matter to your manager or another senior manager. Spectris could face investigation from the relevant environmental agency, leading to sanctions and possibly damaging our reputation.

WHICH VALUES?

ABSOLUTE INTEGRITY: doing the right thing

HIGH PERFORMANCE: acting without compromising the environment



How to get involved

Your Ethics Officer can provide you with more information on ethical leadership in your operating company or across the Group, including how to get involved in engagement and awareness initiatives or provide ideas on how our Code and Ethics programme can be improved.

And tell us the good stories

This Code continuously reiterates our responsibility to speak up when we have concerns or suspect that violations of the Code have occurred. That said, each day many of us across our Group recognise the value of integrity and are doing the right thing as we work, so we want to hear the good stories too.

If you become aware of examples of outstanding ethical leadership by others, please tell your Ethics Officer.





Policies, further guidance and contact information

A number of Spectris plc Group-wide policies and procedures are referred to throughout this Code as sources of additional information and guidance on ethical issues. These are listed below:

Working Together

Health and Safety Policy

Human Rights Policy

Working with Partners and Other Stakeholders

Control of Legal Exposures Policy

Third Party Due Diligence Policy

Competition and Anti-Trust Compliance Policy

Export Controls Compliance Policy

Working with Company Assets

Group Accounting Policies Manual

Intellectual Property

Working with Information

Share Dealing Code

Working within our Communities

Delegated Authorities Limits

Environmental Policy

Contact details for the Spectris Company Secretary, Head of Business Ethics and Governance and Head of Internal Audit are as follows:

Telephone: +44(0)1784 470470

Email: ethics@spectris.com

Spectris plc

Heritage House, Church Road, Egham,
Surrey, TW20 9QD, England



Spectris Hotline

Whether we wish to raise concerns or report violations of the Code, guidance on who you can speak to for further advice and support are given throughout this document. You can also report violations of the Code or raise concerns via the Spectris Hotline at:

www.spectrishotline.com

or on the following numbers:





Australia	1-800-339276
Austria	0800-291870
Belgium	0800-77004
Brazil	0800-8911667
Canada (English)	1-877-310-0383
Canada (French)	1-855-350-9393
China (Southern)	10-800-120-1239
China (Northern)	10-800-712-1239
Czech Republic	800-142-550
Denmark	80-882809
Finland	0800-1-14945
France	0800-902500
Germany	0800-1016582
Hong Kong	800-964214
Hungary	06-800-17199
India	000-800-100-1071
Indonesia	001-803-011-3570 / 007-803-011-0160
Italy	800-786 907
Japan (English)	0066-33-112505
auto prompt in Japanese	00531-121520
Mexico (Spanish)	001-800-840-7907

Mexico (English)	001-866-737-6850
Netherlands	0800-0226174
Norway	800-15654
Poland	0-0800-1211571
Portugal	8008-12499
Romania	0808-03-4288
at the prompt dial	877-310-0383
Russia	8-10-8002-6053011
Singapore	800-1204201
South Africa	080-09-92604
South Korea (English)	00-308-110-480
second option (English)	00-798-11-009-8084
auto prompt in Korean	00-798-14-800-6599
Spain	900-991498
Sweden	020-79-8729
Switzerland	0800-562907
Taiwan	00801-13-7956
UAE (United Arab Emirates)	8000-021
at the prompt dial	877-310-0383
UK (United Kingdom)	0800-032-8483
USA (United States of America)	1-877-310-0383

These numbers are also available on the Spectris Hotline website.



Spectris plc

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