



BRITISH CASTORS
— SINCE 1919 —

British Castors Code of Business Conduct



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Summary

The values and principles that govern the manner in which British Castors and its employees shall conduct themselves is formally articulated in the British Castors Code of Business Conduct (BCCoBC) dated 1 June 2016.

This Code is intended to serve as a guide to each employee on the values, ethics and business principles expected of him or her in personal and professional conduct.

Compliance with the Code is mandatory for all employees. I urge each employee to read the British Castors Code of Business Conduct, take **Pride** in its reputation and show **Passion** in upholding the high standards and **Performance** that Steelmaking in Scunthorpe has achieved over the last 150 years.



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Compliance with Laws and Ethical Standards

National interest

British Castors is committed to benefit the economic development of the countries in which it operates. British Castors shall not undertake any project or activity to the detriment of the wider interests of the communities in which it operates. British Castors's management practices and business conduct shall benefit the country, localities and communities in which it operates, to the extent possible and affordable, and shall be in accordance with the laws of the land.

British Castors, in the course of its business activities, shall respect the culture, customs and traditions of each country and region in which it operates. It shall conform to trade procedures, including licensing, documentation and other necessary formalities, as applicable.

Competition

British Castors shall fully support the development and operation of competitive open markets and shall promote the liberalisation of trade and investment in each country and market in which it operates. Specifically, British Castors will not engage in restrictive trade practices, abuse of market dominance or similar unfair trade activities.

British Castors shall market the company's products and services on their own merits and shall not make unfair and misleading statements about competitors' products and services. Any collection of competitive information shall be made only in the normal course of business and shall be obtained only through legally permitted sources and means.

Ethical conduct

Every employee of British Castors, including full-time directors and the chief executive, shall deal on behalf of the company with professionalism, honesty and integrity, while conforming to high moral and ethical standards. Such conduct shall be fair and transparent and be perceived to be so by third parties.

Every employee of British Castors shall preserve the human rights of every individual and shall strive to honour commitments.

Every employee shall be responsible for the implementation of and compliance with the Code in his/her environment. Failure to adhere to the Code could attract severe consequences, including termination of employment.

Government agencies

British Castors shall not, unless mandated under applicable laws, offer or give any company funds or property as donation to any government agency or its representative, directly or through intermediaries, in order to obtain any favourable performance of official duties. British Castors shall comply with government procurement regulations and shall be transparent in all its dealings with government agencies.

Political non-alignment

British Castors shall be committed to and support the constitution and governance systems of the country in which it operates. British Castors shall not support any specific political party or candidate



for political office. The company's conduct shall preclude any activity that could be interpreted as mutual dependence/favour with any political body or person, and shall not offer or give any company funds or property as donations to any political party, candidate or campaign.

Business policies

The Compliance and Integrity Committee shall recommend to its board of directors the adoption of policies and guidelines, which are either required due to changes in external legislation that affect our business or the development and/or changes to internal working practices.

Gifts and donations

We shall neither receive nor offer, or make directly or indirectly, any illegal payments, remuneration, gifts, donations or comparable benefits intended or perceived to obtain uncompetitive favours for the conduct of its business.

British Castors shall cooperate with governmental authorities in efforts to eliminate all forms of bribery, fraud and corruption.

However, we may, with full disclosure, accept and offer nominal gifts, provided such gifts are customarily given and/or are of a commemorative nature. Employees should make reference to the Gifts and Hospitality policy to clarify the rules and regulations on gifts and entertainment.

Conflicts of interest

An employee or director of British Castors shall always act in the interest of the company and ensure any business or personal association he/she may have does not involve a conflict of interest with the operations of the company and his/her role therein.

An employee, including the executive director (other than independent director) of British Castors, shall not accept a position of responsibility in any other company or not-for-profit organisation without specific sanction.

The main areas of such actual or potential conflicts of interest shall include the following:

- a) An employee or a full-time director of British Castors company conducting business on behalf of his/her company or being in a position to influence a decision with regard to his/her company's business with a supplier or customer where his/her relative is a principal officer or representative, resulting in a benefit to him/her or his/her relative.
- b) Award of benefits such as increase in salary or other remuneration, posting, promotion or recruitment of a relative of an employee of British Castors, where such an individual is in a position to influence decisions with regard to such benefits.
- c) The interests of British Castors can be compromised or defeated. An employee should make a full disclosure of any interest which the employee or the employee's immediate family, including parents, spouse and children, may have in a family business or a company or firm that is a competitor, supplier, customer or distributor of or has other business dealings with British Castors.

Upon a decision being taken in the matter, the employee concerned shall be required to take necessary action, as advised, to resolve/avoid the conflict.

If an employee fails to make the required disclosure and the management of its own accord becomes aware of an instance of conflict of interest that ought to have been disclosed by the employee, the management shall take a serious view of the matter and consider suitable disciplinary action against the employee.



Corporate opportunities

Consistent with applicable laws, an employee of British Castors shall not, without the requisite, officially written approval of the company, accept employment or a position of responsibility (such as a consultant or a director) with any other company, nor provide freelance services to anyone, with or without remuneration. In the case of a full-time director or the chief executive, such approval must be obtained from the board of directors of the company.

Political activities

The involvement of a British Castors employee in civic or public affairs shall be with express approval from the chief executive of his/her company, subject to this involvement having no adverse impact on the business affairs of British Castors.

Fair dealing

Regulatory compliance

Employees of British Castors, in their business conduct, shall comply with all applicable laws and regulations, in letter and spirit, in all the territories in which they operate. If the ethical and professional standards of applicable laws and regulations are below that of the Code, then the standards of the Code shall prevail.

Directors of British Castors shall comply with applicable laws and regulations of all the relevant regulatory and other authorities. As good governance practice they shall safeguard the confidentiality of all information received by them by virtue of their position.

Quality of products and services

British Castors shall be committed to supply goods and services of world-class quality standards, backed by after-sales services consistent with the requirements of its customers, while striving for their total satisfaction. The quality standards of the company's goods and services shall meet applicable national and international standards.

British Castors shall display adequate health and safety labels, caveats and other necessary information on its product packaging.

Confidential information

An employee of British Castors and his/her immediate family shall not derive any benefit or counsel, or assist others to derive any benefit, from access to and possession of information about British Castors or its clients or suppliers that is not in the public domain and, thus, constitutes unpublished, price-sensitive insider information.

Such insider information might include (without limitation) the following:

- Financial information such as profits and earnings
- Announcement of new product introductions or developments
- Asset revaluations
- Investment decisions/plans
- Restructuring plans
- Major supply and delivery agreements
- Raising of finances

An employee of British Castors shall also respect and observe the confidentiality of information pertaining to other companies, their patents, intellectual property rights, trademarks and inventions; and strictly observe a practice of non-disclosure.



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Integrity of data furnished

Every employee of British Castors shall ensure, at all times, the integrity of data or information furnished by him/her to the company. He/she shall be entirely responsible in ensuring that the confidentiality of all data is retained and in no circumstance transferred to any outside person/party in the course of normal operations without express guidelines from or, the approval of the management.

Public representation of British Castors

British Castors honours the information requirements of the public and its stakeholders. In all its public appearances, with respect to disclosing company and business information to public constituencies such as the media, the financial community, employees, shareholders, agents, franchisees, dealers, distributors and importers, British Castors shall be represented only by specifically authorised directors and employees. It shall be the sole responsibility of these authorised representatives to disclose information about the company.

Third-party representation

Parties that have business dealings with British Castors but are not members of company, such as consultants, agents, sales representatives, distributors, contractors and suppliers, shall not be authorised to represent British Castors without written permission, and/or if their business conduct and ethics are known to be inconsistent with the Code.

Third-parties and their employees are expected to abide by the Code in their interaction with, and on behalf of, British Castors. Non-disclosure agreements are encouraged, with third-parties, to support confidentiality of information.

Protection and proper use of company assets

Property of British Castors

The assets of British Castors shall not be misused; they shall be employed primarily and judiciously for the purpose of conducting the business for which they are duly authorised. These include tangible assets such as equipment and machinery, systems, facilities, materials and resources, as well as intangible assets such as information technology and systems, proprietary information, intellectual property, and relationships with customers and suppliers.

Use of the British Castors brand

The use of the British Castors name and trademark shall be governed by manuals, codes and agreements to be issued by British Castors. No third-party or joint venture shall use the British Castors brand to further its interests without specific authorisation.

Financial reporting and records

British Castors shall prepare and maintain its accounts fairly and accurately and in accordance with the accounting and financial reporting standards that represent the generally accepted guidelines, principles, standards, laws and regulations of the country in which the company conducts its business affairs.

Internal accounting and audit procedures shall reflect, fairly and accurately, all of the company's business transactions and disposition of assets, and shall have internal controls to provide



assurance to the company's board and shareholders that the transactions are accurate and legitimate.

All required information shall be accessible to company auditors and other authorised parties and government agencies. There shall be no wilful omissions of any company transactions from the books and records, no advance-income recognition and no hidden bank account and funds.

Any wilful, material misrepresentation of and/or misinformation on the financial accounts and reports shall be regarded as a violation of the Code, apart from inviting appropriate civil or criminal action under the relevant laws. No employee shall make, authorise, abet or collude in an improper payment, unlawful commission or bribing.

The British Castors community

Health, safety and environment

British Castors shall strive to provide a safe, healthy, clean and ergonomic working environment for its people. It shall prevent the wasteful use of natural resources and be committed to improving the environment, particularly with regard to the emission of greenhouse gases, and shall endeavour to offset the effect of climate change in all spheres of its activities.

British Castors, in the process of production and sale of its products and services, shall strive for economic, social and environmental sustainability.

Equal opportunities employer

British Castors shall provide equal opportunities to all its employees and all qualified applicants for employment without regard to their race, caste, religion, colour, ancestry, marital status, gender, sexual orientation, age, nationality, ethnic origin or disability.

Human resource policies shall promote diversity and equality in the workplace, as well as compliance with all local labour laws while encouraging the adoption of international best practices.

Employees of British Castors shall be treated with dignity and in accordance with the British Castors policy of maintaining a work-environment free of all forms of harassment, whether physical, verbal or psychological.

Employee policies and practices shall be administered in a manner consistent with applicable laws and other provisions of this Code, respect for the right to privacy and the right to be heard, and that in all matters equal opportunity is provided to those eligible and decisions are based on merit.

Corporate citizenship

British Castors shall be committed to good corporate citizenship, not only in the compliance of all relevant laws and regulations, but also by actively assisting in the improvement of quality of life of the people in the communities in which it operates. The company shall encourage volunteering by its employees and collaboration with community groups.

Reporting concerns

Every employee of British Castors shall promptly report to the management, and/or the third-party ethics helpline, when she/he becomes aware of any actual or possible violation of the Code or an event of misconduct, act of misdemeanour or act not in the company's interest. Such reporting shall be made available to suppliers and partners, too.



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Any British Castors employee can choose to make a protected disclosure under the whistleblower policy of the company, providing for reporting to the chairperson of the governance committee or the board of directors or specified authority.

Such a protected disclosure shall be forwarded – when there is reasonable evidence to conclude a violation is possible or has taken place – with a covering letter, which shall bear the identity of the whistleblower.

The company shall ensure protection to the whistleblower and any attempts to intimidate him/her would be treated as a violation of the Code.

Note:

The BCCoBC does not provide a full, comprehensive and complete explanation of all the rules that employees are bound to follow. Employees have a continuing obligation to familiarise themselves with all applicable laws, company policies, procedures and work rules.