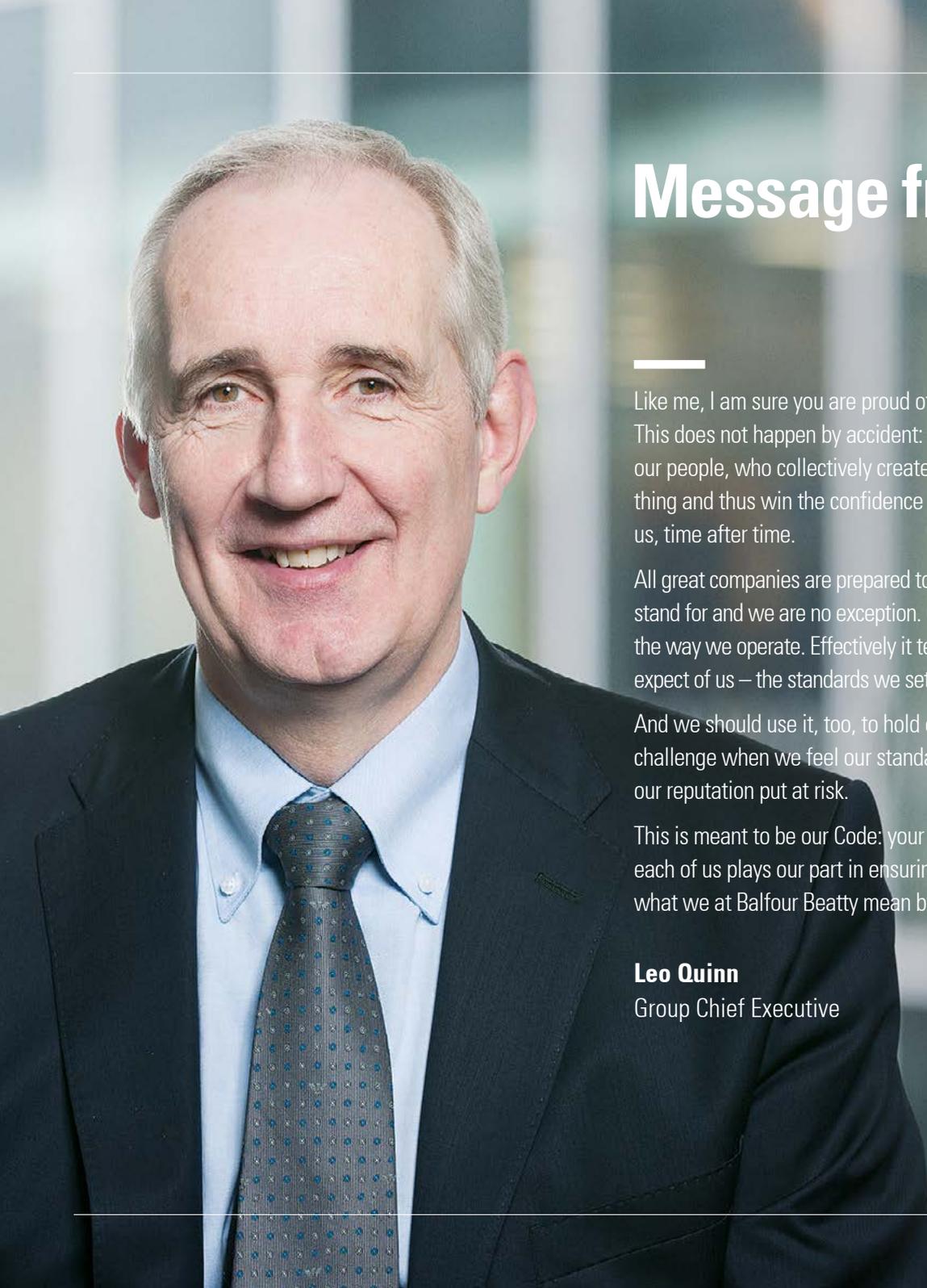




# Our Code of Conduct

Do the right thing

**Balfour Beatty**

A portrait of Leo Quinn, a middle-aged man with short, light-colored hair, smiling warmly. He is wearing a dark suit jacket, a light blue dress shirt, and a patterned tie. The background is a blurred office setting with large windows.

# Message from Leo

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Like me, I am sure you are proud of Balfour Beatty's long history. This does not happen by accident: it is built on the integrity of our people, who collectively create our culture of doing the right thing and thus win the confidence of customers to come back to us, time after time.

All great companies are prepared to be measured on what they stand for and we are no exception. Our Code of Conduct captures the way we operate. Effectively it tells others what they can expect of us – the standards we set ourselves in being “Trusted”.

And we should use it, too, to hold each other accountable and to challenge when we feel our standards are being undermined or our reputation put at risk.

This is meant to be our Code: your Code. Bringing it to life is how each of us plays our part in ensuring that people understand what we at Balfour Beatty mean by “Build to Last”.

**Leo Quinn**  
Group Chief Executive

# How the Code applies to you

## Who does it apply to?

Our Code of Conduct applies to all our employees and temporary staff at all our business locations around the world.

We are committed to working only with third parties whose standards are consistent with our own. This includes joint venture and alliance partners, customers, subcontractors and suppliers.

## What it means in practice

Managers are responsible for providing leadership and support for their teams to understand the requirements of this Code and how to apply them in practice. Senior managers are also responsible for providing assurance on these matters to the Board of Directors of Balfour Beatty plc.

But rules only take human beings so far. So our Code also requires you to think – to follow the spirit of our Code, not just the letter, but also to apply these principles and ask what's right.

If in doubt, always ask.

At Balfour Beatty, that's part of your job...

## Failing to comply with our Code

The consequences of not complying with this Code can be very serious including damage to our reputation, significant fines and penalties, and even criminal liability for individuals or the company.

Any failure to comply with this Code or its supporting policies will be fully investigated and appropriate action taken. Depending on the circumstances, this may include training, discipline, or other corrective action, up to and including termination of employment.



Speak  
Up

The Speak Up Helpline is an external service administered by an independent company. It is provided on behalf of the Balfour Beatty Group, not your business, so impartiality and confidentiality are assured.

You will be able to speak to someone who is a good listener and is trained to high professional standards, or you can raise your concern or question via the dedicated website, telephone hotline or through a Manager Report form via the company intranet.

When you use the helpline you'll be asked if you want to disclose your contact information. If you say yes, this information may be recorded in a database. Where applicable by law, you will have a right of access to any personal information about you that is held or processed by or on behalf of Balfour Beatty plc.

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## Section 01

# We act honestly

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# Fraud, deception & dishonesty

## Our principle

We will not defraud or deceive anyone, act dishonestly or misuse company property or resources

## What do we mean?

### Fraud

Although precise definitions may vary from country to country, fraud always involves deception and dishonesty.

It is fraud when you try to deceive someone or act dishonestly to gain any kind of material advantage or use or involve anyone to do so. Fraud is usually carried out for profit or to obtain money, property or services unjustly. It can involve our own company or a third party.

In some countries, like the UK and the US, you can be prosecuted just for being careless or reckless in letting it happen, even though you didn't deliberately set out to commit fraud yourself.

### Company property or resources

The company's property and resources include both physical and intangible assets.

Physical assets are things like materials, supplies, equipment and cash.

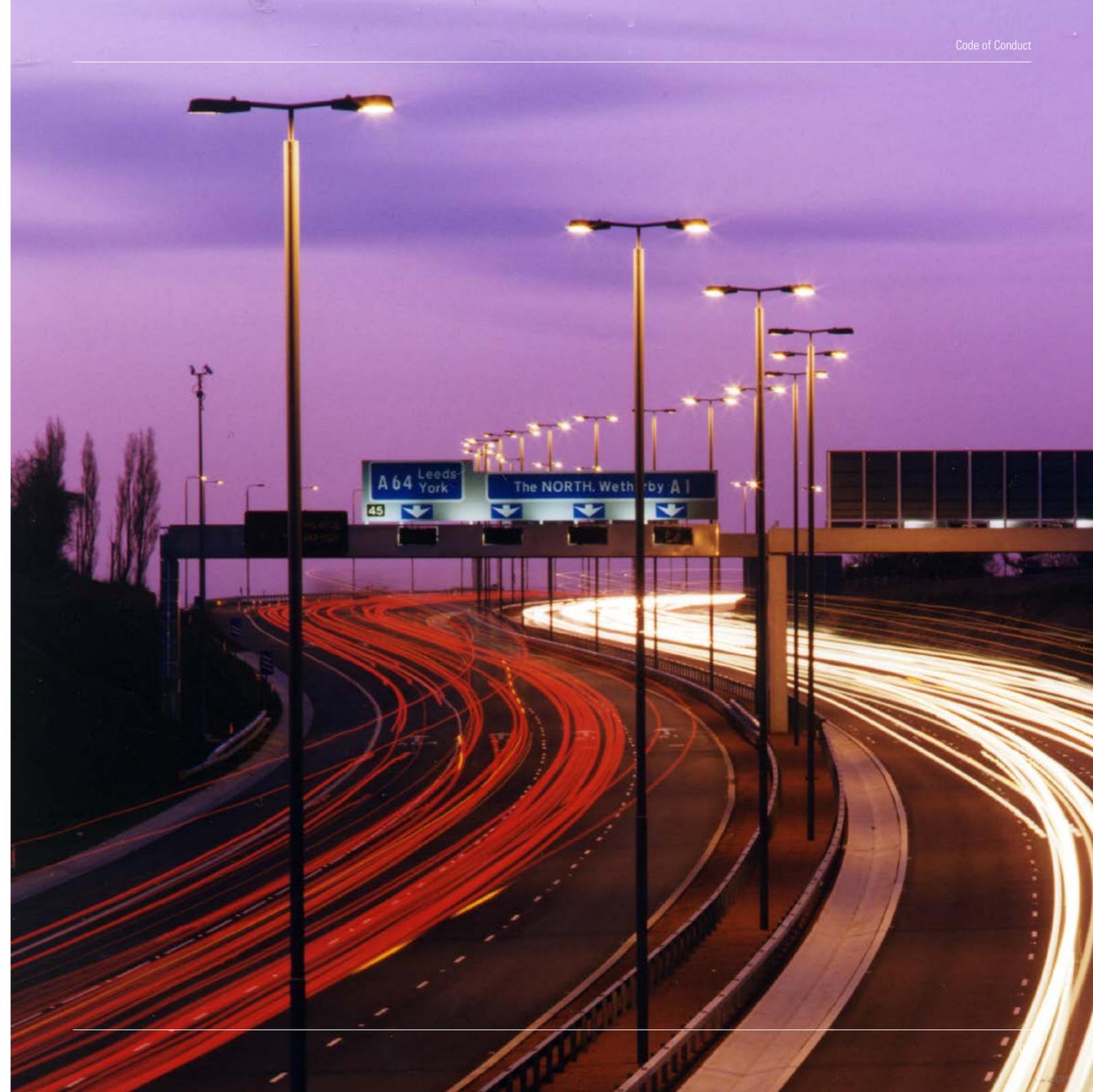
Intangible assets include information, intellectual property, brand value and employee time and talents.

## We always

- ✓ Act honestly, fairly and openly
- ✓ Make sure our books and records are accurate, complete and not misleading
- ✓ Carefully check or inspect things that are our responsibility
- ✓ Base all invoices on clear and complete information and check that they comply with contractual arrangements
- ✓ Take great care when spending the company's money or making financial commitments on its behalf

## We never

- ✗ Falsify our company expenses or claim from the company for expenses that have not been properly incurred in carrying out company business
- ✗ Use the company's money or resources for non-work related activities or an improper purpose
- ✗ Ignore something that we suspect might involve fraud, theft, deception or dishonesty
- ✗ Withhold payment when we don't honestly believe we are entitled to do so
- ✗ Make false claims



# False claims

## Our principle

We will not claim for something we are not entitled to

### What do we mean?

We risk making false claims if we:

- Claim for something we don't honestly believe we are entitled to
- Knowingly or recklessly misrepresent or inaccurately record time spent or materials or services provided
- Conceal defects or fabricate evidence even if the client requests or supports what we are doing and even where we believe it is for the benefit of our business

We must take particular care when calculating and claiming or applying for:

- Payment
- Extension of time
- Insurance claims
- Losses and expenses
- Variations
- Interim and final estimates, valuations and measurements

We must make sure our assessments are as reasonable and accurate as possible, backed-up and substantiated.

### Checklist for claims:

- ✓ Have I done all I should?
- ✓ Am I happy I've been honest, open and transparent?
- ✓ Can I back up my claim with documentary evidence?

# Bribery & corruption

## Our principle

We will not give or receive bribes or participate in corruption

### What do we mean?

We refuse to participate in any kind of corrupt activity, either directly or through third parties. This includes offering, giving or receiving bribes or improper payments including facilitation payments, even if such practices are perceived as part of local business practice.

An allegation of bribery can seriously damage our reputation. It is better to miss out on business than compromise our integrity.

**Bribery** – offering, providing or receiving something of value including cash, gifts, hospitality or entertainment as an inducement or reward for something improper. Usually, but not always, it is to obtain or retain business or gain an illegitimate advantage.

**Corruption** – dishonest practices including, but not limited to, bribery, extortion, fraud, deception,

collusion, cartels, abuse of power, embezzlement or money laundering.

**Facilitation payments** – sometimes referred to as grease payments, facilitation payments are usually small payments or gifts generally made to junior or lower level public officials to speed-up or “facilitate” actions that officials are duty bound to perform.

The payments can appear harmless as they are low in value or part of local custom or culture and are considered the way things are done, however they are illegal in most countries.

We make no distinction between facilitation payments and bribes. Any type of facilitation payment is prohibited, large or small, and even if others engage in such practices. There is one exception and that is when the facilitation payment is being extorted or you are being coerced to pay it. Extortion means if your safety or liberty, or that of your family, is under threat or you feel that you have no alternative to pay for personal or family peace of mind. In these circumstances make the facilitation payment, record it clearly and report it immediately to your Finance Director and your Compliance, Legal or Business Integrity team. In these circumstances it is the company's duty to support you.

### We always

- ✓ Seek to avoid even the appearance of wrong doing
- ✓ Record all payments and benefits provided to public officials
- ✓ Report any attempts to bribe us or solicit bribes from us
- ✓ Report any suspicions we have of bribery or corruption

### We never

- ✗ Participate in any form of corrupt behaviour
- ✗ Engage public officials to provide services without approval from Group Head Office
- ✗ Conceal or fail to record accurately and completely the true nature of our activities
- ✗ Falsify or tamper with the company's books or records
- ✗ Pay more than the fair market value for goods and services



# Complete & accurate records

## Our principle

We ensure all financial and other reports and records are complete and accurate

### What do we mean?

Our books, records and financial reporting should accurately reflect the underlying transactions and represent the true state of the business, based on applicable accounting standards and our company accounting policies. They are an essential part of doing business correctly, honestly and openly and protect us, our customers and those we work with.

Many serious offences involve falsifying or tampering with the books or failing to account for an activity properly. Some serious offences start out as attempts to cover up relatively minor offences.

Project reporting is part of our accounting records. The appropriate accounting for a project may be more conservative than our commercially expected outcome.

It is important that our record keeping recognises this distinction.

If your role involves the preparation and maintenance of accounting records of any kind, you must adhere to the guidelines set out in the Group Finance Manual or other applicable business guidelines.

The appropriate recording of a transaction or project is not always obvious. It is important to agree the proper recording of any transaction based on the facts of the situation and agree this with the relevant Finance team.

### We always

- ✓ Maintain and present financial records in accordance with the laws of each country we operate in
- ✓ Comply with internal financial controls and only process transactions in accordance with our delegated authority or once specific approval has been received
- ✓ Record transactions accurately in the proper accounting period supported by appropriately detailed evidence
- ✓ Comply with any applicable document retention and disposal policies

### We never

- ✗ Record things in the wrong place or way, even if the customer wants us to
- ✗ Fail to record any transaction or expenditure or record it in an ambiguous or misleading way
- ✗ Destroy or alter any information or data that must be kept for litigation, an investigation or other legal reasons

### Report it

Think something may be wrong?  
Don't wait – report it.

If you think something is wrong or there is an irregularity in any company books, reports or invoices, or a weakness in any of our accounting systems, always report it at once.

Even if it's unintentional, to keep or submit financial records, reports or invoices that are inaccurate, incomplete or misleading is against the law in many countries in which we operate. We do not permit it.



## Section 02

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# We respect everyone

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# Stakeholders & other third parties

## Our principle

We want to be trusted by our stakeholders and other third parties

### What do we mean?

Our stakeholders include, but are not limited to, our employees, customers, partners, suppliers, contractors and subcontractors, shareholders, governments, regulators and the communities where we work.

Relationships with any of our stakeholders need to be honest, transparent, professional and be conducted with integrity. This will help our stakeholders to trust us and have confidence in our business.

### We always

- ✓ Develop and sustain strong, constructive and long lasting relationships
- ✓ Meet our obligations of responsibility or trust fully and willingly
- ✓ Select and reward people and organisations based on a fair and objective process with clear expectations of what is required
- ✓ Regularly evaluate our own performance and the performance of others
- ✓ Keep our promises and fulfil contractual or other agreements openly, honestly and promptly
- ✓ Work with stakeholders to solve disputes at the earliest stage
- ✓ Communicate truthfully, clearly and regularly
- ✓ Have a clear understanding of what our customers require from us
- ✓ Do what we say we will do

# Developing our people

## Our principle

We are committed to helping people achieve their best

### What do we mean?

Developing our people is the best way to develop our organisation.

All of our decisions about recruitment, hiring, compensation, development and promotion must be made solely on the basis of ability, skills, experience, behaviour, performance and potential to do the job.

Through employing the best people and creating an environment in which they can develop we will achieve our business goals.

### Our commitments

- ✓ To employ people who will uphold our values and our standards of ethical conduct
- ✓ To create a working environment in which all our people feel valued
- ✓ To encourage or support all of our people to achieve their best
- ✓ To identify and satisfy training and development needs so our people can perform and develop their potential
- ✓ To have a fair system of recognition, reward and promotion
- ✓ To not deny promotion or opportunity on the basis of any form of discrimination
- ✓ To maintain a safe and healthy working environment for all our people

# Equal opportunities

## Our principle

We treat everyone equally and embrace difference

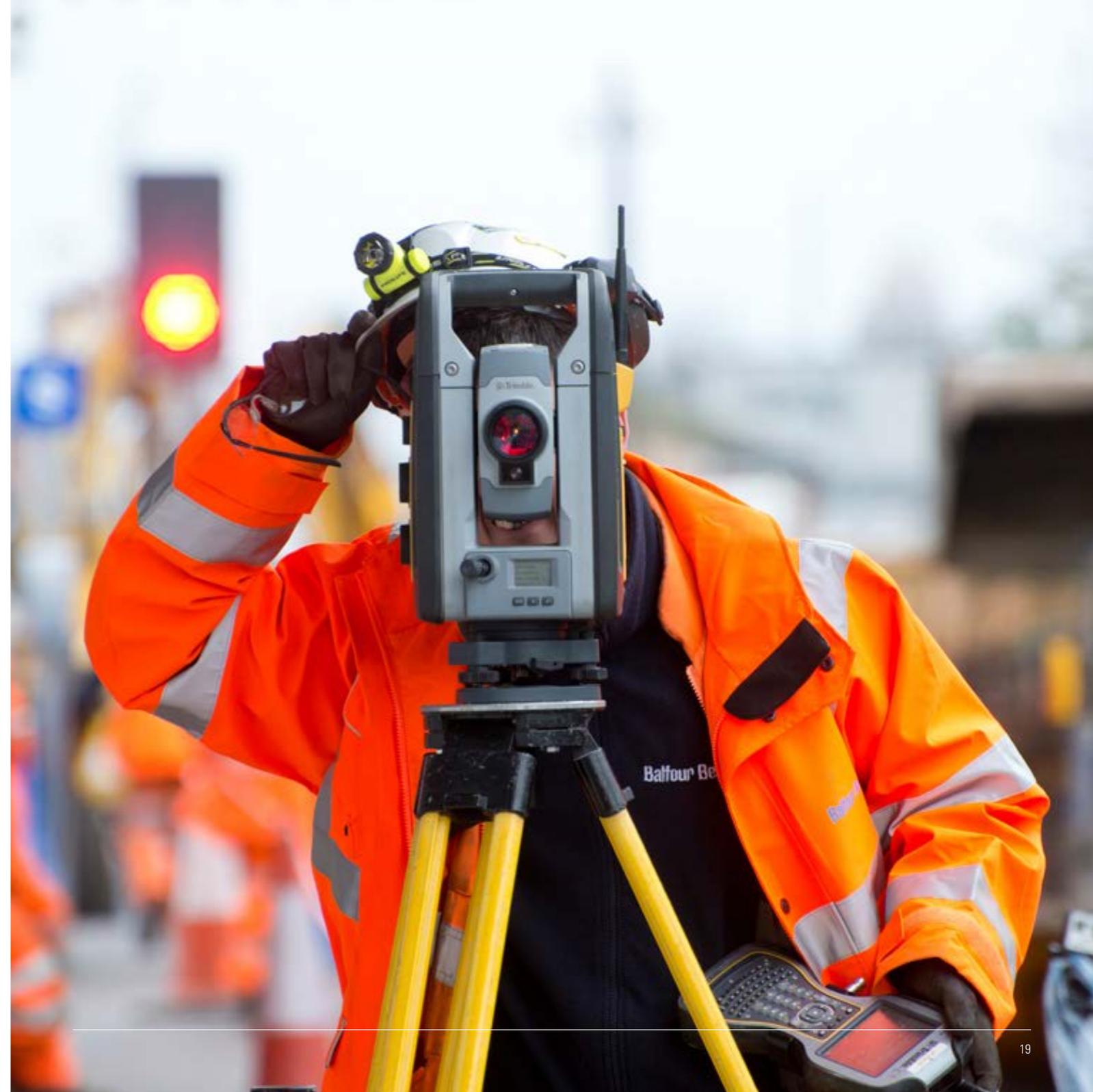
## What do we mean?

Equal opportunity in the workplace is about ensuring that everyone is treated the same, regardless of their differences. They are treated with dignity and respect and have equal access to opportunity. The criteria for employment and promotion are the same for everybody. Its purpose is to ensure fairness, act against all forms of discrimination and promote talent on merit.

We value difference and believe diversity of people, skills and abilities is a strength that helps us to achieve our best. We also believe everyone should be recruited and promoted on the basis of their personal ability, contribution and potential. We are committed to ensuring that everywhere across our organisation we promote, support and maintain a culture of fairness, respect and equal opportunity for all.

## Our commitments

- ✓ To provide equal opportunities for all
- ✓ To maintain a supportive, inclusive work environment free from discrimination, harassment, victimisation and bullying, see the Bullying, harassment & discrimination page
- ✓ We hire the best candidate for the job and ensure they are appropriately qualified and respect that diversity brings value to our work environment
- ✓ We promote talent on the basis of merit
- ✓ We comply with all employment laws



# Bullying, harassment & discrimination

## Our principle

We do not tolerate bullying, harassment or discrimination

## What do we mean?

We are committed to creating an inclusive working environment in which everyone is respected and can flourish equally, without fear or favour.

We do not tolerate behaviour or attitudes that support coercion, intimidation or discrimination. Whenever and wherever we observe such behaviour, we always challenge it and support others who do so.

**Bullying and harassment** refer to any action or behaviour that any individual or group finds unwelcome, humiliating, intimidating, threatening, violent, hostile or discriminatory. Employees should be particularly sensitive to, and aware of actions that may be acceptable in one culture, but are not in another.

**Discrimination** means treating a certain person or group based on factors such as age, race, religion, national or ethnic origin, colour, gender, sexual orientation, gender reassignment, marital status, disability unrelated to the task in hand, union membership or political affiliation. This is not necessarily an all-inclusive list and factors could vary based on the laws of where your business is located.

## We always

- ✓ Speak up and do something about bullying, harassment or discrimination
- ✓ Encourage and support those who challenge or report such behaviour

## We never

- ✗ Tolerate any action or behaviour that could be viewed as bullying or harassment
- ✗ Accept any kind of discrimination
- ✗ Make inappropriate jokes, try to humiliate a colleague or spread gossip and rumours
- ✗ Threaten a colleague with physical or verbal violence

# Human rights

## Our principle

We respect and protect human rights

## What do we mean?

Wherever we work in the world we ensure that we do not exploit anyone. We uphold the rights of all those who work for or with us and of the communities in which we operate. This means refusing to do business with any individual, company or organisation that fails to uphold the standards and principles of basic human rights or has links with an oppressive regime that give us cause for concern.

## Human rights

The United Nations Universal Declaration of Human Rights proclaimed certain fundamental rights and freedoms. These include the right to life, liberty and security; equal rights of men and women; the right to protection under the law and against discrimination, slavery, servitude, torture, or inhumane or degrading treatment; and freedom of speech, thought, conscience and religion.

We do not tolerate forced, debt bonded, indentured labour practices, or human trafficking. In the UK, we expect every party who we have dealings with to adhere to the principles of the Modern Slavery Act 2015, as we do ourselves.

## Our commitments

- ✓ To support all the principles set out in the United Nations Universal Declaration of Human Rights
- ✓ To support the principles of the Modern Slavery Act 2015 in relation to slavery and human trafficking
- ✓ To support the International Labour Organisation's standards regarding child labour and minimum age
- ✓ To comply with national legal requirements regarding wages and working hours
- ✓ To comply with this Code and every business policy setting out the rights of everyone who works for or with us, or who is impacted in any way by our activities
- ✓ To observe, protect and promote these rights wherever we operate
- ✓ To encourage our staff and suppliers to identify any person they think may be at risk from these practices and so help us to help people at risk



# The environment

## Our principle

We care about the natural world and recognise our responsibility to work within environmental limits

## What do we mean?

For an infrastructure business like ours, maximising the use of infrastructure assets for our clients whilst minimising use of resources is essential if we are to minimise our impact on the environment, contribute to society and offer best value. Key to this is that the infrastructure we design and construct is resilient and that we use the earth's resources, both its materials and people, carefully and responsibly, using what we need, but being mindful of tomorrow's needs as well.

Our aim is for customers and investors to choose Balfour Beatty because we contribute to their long-term profitability by adopting and promoting more sustainable solutions. This is not a choice about sustainability or profit.

By looking for opportunities to add value through sustainability, we will deliver additional benefits to society and help grow the business. As a world-class infrastructure group, this is the right thing to do.

We have, therefore, set our own ambitious vision and have a strategy, the Blueprint, for establishing a more sustainable business.

Each one of us also has a role to play: through our decisions we can offer more sustainable solutions, minimising our impact on the environment.

## Sustainable development

We know the world's resources are finite. We also recognise that sustainable development – particularly of public infrastructure – is vital to maintain and improve the standard of living in the countries in which we operate. It is our responsibility to do all we reasonably can to reconcile these two statements.

## Our commitments

- ✓ Continually improve our environmental performance and results and review it on a regular basis
- ✓ Aspire to provide infrastructure that enhances ecology and ecosystem services

# Communities

## Our principle

We respect the community around us and commit to contributing to its improvement

## What do we mean?

Balfour Beatty contributes positively to communities wherever we work through the services we provide and the lasting infrastructure we leave for the public, such as schools, hospitals, other social infrastructure and transport systems. Furthermore, we run community investment programmes that support local people, businesses and environmental projects.

We are never complacent about the way we work in a local area, or the impact our operations can have on local people and their environment. We listen, we care about people's concerns and we act on them wherever and whenever we can. We will proportionately address community needs as part of our project work and positively impact, through our community benefit programmes, the social, economic, or environmental circumstances of the communities we work in.

We believe that our strategy to be a more sustainable business and profitable markets, healthy communities and environmental limits are not competing interests and that when aligned they can create shared value. In order to be a successful and profitable company, we need to realise that.

## Our commitments

- ✓ We will respect the traditions, cultures and laws of the countries in which we operate
- ✓ We will take into account the concerns of the wider community, including both national and local interests
- ✓ We will listen to the concerns of local communities and, wherever we can, we will act to mitigate them
- ✓ We will keep the communities affected by our projects regularly updated and informed
- ✓ We will seek to employ local people and local resources on our projects wherever possible
- ✓ We will work with communities to understand how we can help them to improve their wellbeing
- ✓ We will collaborate with the project stakeholders, customers and impacted communities to help improve and optimise our social impact
- ✓ We will keep records of the resources and time spent delivering community benefit and social value activities, clearly showing who worked alongside us and who we provided benefits to





## Section 03

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# We make safety personal

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Zero Harm

28

# Zero Harm

## Our principle

Nothing is more important than the health and safety of everyone who works for or with us

## What do we mean?

**Health is safety** – We treat health like safety and seek to design out or manage down risks.

**Our Zero Harm vision** – This means no injury or ill health caused by our work activities.

**Leadership** – We will lead by example and not walk by.

**Governance arrangements** – We will monitor and improve health and safety performance and hold ourselves to account through our clear governance arrangements.

**Just culture** – Those involved in unsafe acts will be treated fairly and protected for making genuine mistakes but anyone knowingly setting people to work or working in contravention of risk control measures will be removed from site with immediate effect.

**Learning and sharing** – We will work with others to improve health and safety standards and share best practice.

## Our Golden Rules

We support everyone to follow our four golden rules

- 1) Be fit for work
- 2) Always receive a briefing before starting work
- 3) Report all unsafe events and conditions
- 4) Stop work if anything changes





## Section 04

# We support open & fair competition

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# Open & fair competition

## Our principle

We believe in open and fair competition and only seek competitive advantage through fair and lawful means

## What do we mean?

We want to work in market places that are fair, open and honest and want our competitors, customers and suppliers to know this is how we will always behave.

We comply with competition and anti-trust laws wherever we do business.

An agreement does not have to be in writing to be illegal.

## We always

- ✓ Take great care when dealing with competitors. Any kind of agreement with a competitor e.g. to use or not to use a certain supplier or subcontractor, can raise competition concerns
- ✓ Report any suspicions or allegations of possible anti-competitive behaviour to our Legal, Compliance or Business Integrity teams
- ✓ Notify our Legal, Compliance or Business Integrity teams immediately if we receive confidential information that we should not have obtained e.g. a competitors tender information

## We never

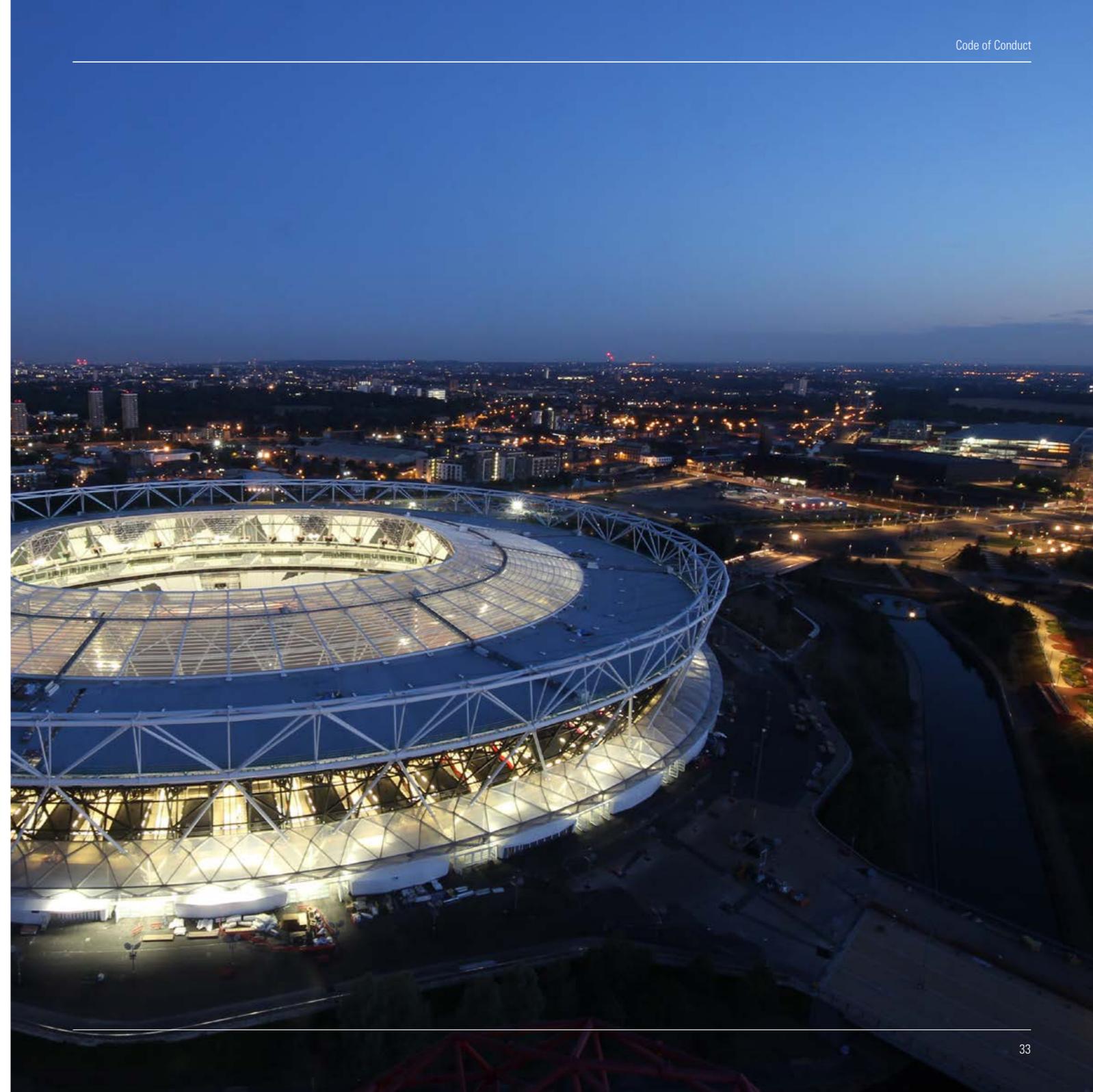
- ✗ Exchange non-public or other sensitive information with competitors or other parties as it can give the appearance of an inappropriate agreement or understanding

## Competition and anti-trust laws

A number of countries around the world have developed competition or anti-trust laws. They prohibit a variety of business practices that restrict free and fair competition such as bid rigging, price fixing or market sharing. They differ by country and can be very complex.

Violations of such laws are very serious and lead to criminal or civil prosecution. They can also result in very large fines against the company. For example, a breach of European competition law can result in fines of up to 10% of the Group's global revenue.

This area is not always straightforward. If in doubt, ask.



# Gifts & hospitality

## Our principle

We make sure gifts and hospitality are reasonable and don't improperly influence a decision

### What do we mean?

To foster good will or working relationships employees may occasionally receive or offer gifts or hospitality. Hospitality includes invitations to social functions, sporting events, meals and entertainment. Gifts can vary in type and are generally low value or customary tokens or appreciation.

Any gifts or hospitality we receive or give should always be customary and reasonable in terms of value, frequency or timing. Information on limits and guidance may be available within your business unit and you should use your judgement to assess if the gift or hospitality offered or being offered is appropriate.

If you are struggling to justify a gift or hospitality it's probably not okay. Contact your Legal, Compliance or Business Integrity team for further guidance or see the company intranet for the relevant policies.

### We always

- ✓ Ensure any gifts or hospitality offered, received or declined is recorded on our register
- ✓ Comply with financial limits and approval requirements as set out in our Gifts & Hospitality policy
- ✓ Check with your Legal, Compliance or Business Integrity team before offering gifts or hospitality to public officials
- ✓ Check with customers before offering any kind of gift or invitation as they may have rules requiring them to report or refuse such things

### We never

- ✗ Offer or accept gifts or hospitality if we think it will impair objective judgement, inappropriately influence a decision or create a sense of obligation
- ✗ Solicit gifts or hospitality
- ✗ Offer or accept gifts of cash or cash equivalent e.g. vouchers

# Conflicts of interest

## Our principle

We avoid or manage situations where our actions could conflict with the interests of the company

### What do we mean?

Conflicts of interest arise when we find ourselves in a position where two or more interests compete, potentially compromising our judgement or independence. Usually the conflict is about individuals benefiting at the expense of the company or another employer. Very often, perceptions of a conflict of interest can be just as damaging as an actual conflict of interest.

We take great care not to involve ourselves in anything that can give rise to a conflict between our interests and those of the company.

Given the size and nature of our organisation, we recognise that conflicts of interest are sometimes unavoidable. As soon as we realise there's a potential conflict, we must disclose it and seek approval or guidance.

If you are in doubt, consult your Legal, Compliance or Business Integrity team for further guidance or see the company intranet for the relevant policies.

### Employment outside Balfour Beatty

In general, staff may not be employed outside Balfour Beatty. You may serve as an officer or a member of the board of directors of another business only with prior approval from the managing director of your business unit or head of function. Senior leadership team members require prior approval from the Chief Executive Officer of Balfour Beatty plc. Approval will usually be given for service as a director or trustee of a not-for-profit organisation, a charity or a family company, unless it is a potential supplier, customer or competitor of Balfour Beatty. You need approval to retain any associated fee paid to you. If in doubt, ask.

### We always

- ✓ Take great care with contracts between Balfour Beatty and a family member, friend or company/business they own and notify our manager or supervisor in writing and abstain from the decision-making process
- ✓ Take great care with any personal investments or business interests, or those of family members or associates, which could affect or appear to affect our decision-making responsibilities, or conflict with the interests of the company or its customers or suppliers. (Holdings of less than 1% in a publicly quoted company are excluded)

### We never

- ✗ Use our position, contacts or any knowledge gained at Balfour Beatty for personal gain or to benefit family or friends
- ✗ Pay a third party more than a contractually agreed, market-based fee for goods or services
- ✗ Accept gifts or hospitality that could impair our judgement or independence, or be open to misinterpretation
- ✗ Do anything that might create the impression that customers or suppliers have a contact in Balfour Beatty who can exert influence on their behalf



# Agents & representatives

## Our principle

We only use agents or representatives if we have to and they act to standards consistent with our Code

## What do we mean?

Agents and third party representatives provide help, advice and local knowledge that can be essential to business activities. At all times, they must operate in accordance with our standards, particularly in the areas of bribery or corruption.

If you are using the services of an agent or third party representative, it is your responsibility to make sure they are aware of and operating in accordance to our Code of Conduct. Ignorance of what others are doing on our behalf or in our name is no excuse.

## We always

- ✓ Obtain appropriate approval before appointing an agent or third party and follow the process set out in the Balfour Beatty Commission Agreements policy or other business policies relating to agents or third parties
- ✓ Follow the third party assurance process
- ✓ Complete due diligence on experience, background and reputation
- ✓ Ensure we understand what third parties will do on our behalf
- ✓ Make sure that all money can be properly accounted for

## We never

- ✗ Permit anyone to offer bribes or make facilitations payments on our behalf
- ✗ Permit anyone to do anything that we would not be permitted to do ourselves
- ✗ Enter into an agreement that does not have commercial rationale
- ✗ Pay any money to an agent or third party without a written binding agreement being in place and knowing exact details of what the payment is for

# Public policy & political activity

## Our principle

We make sure any public policy or political activity we undertake is lawful, ethical and within our Code of Conduct. As a company, we do not participate in party political activities.

## What do we mean?

We all need to take the greatest care about what we say, do or support in the public or political domain.

Political contributions and donations can involve cash and non-cash, such as the use of corporate facilities, services or materials or employee time. Typically they are to support a governmental entity, or a political organisation, party or candidate.

Any political contribution in the EU needs approval from our shareholders. In the US, certain political contributions and campaign donations are permitted by law and are an accepted part of local custom and practice with respect to government/industry engagement.

The company does not make any political donations or contributions in the European Union. In the US, our businesses may make political contributions or donations, provided they are approved by the relevant business managing director and comply with policies and processes approved by the Chief Executive Officer of Balfour Beatty plc. Any permitted political contribution should not be such that its scale or affiliation might be seen as excessive or inappropriate.

The laws on lobbying and government relations are complex and differ between jurisdictions. Whenever and wherever we act on behalf of Balfour Beatty we must take great care about what we say, do or support in the public or political domain.

## Your right to your political view

Everyone who works for us has the right to participate in politics in their personal capacity and to pay political contributions out of their own pocket, so long as this does not lead them into a conflict of interest. See the Conflicts of interest section. You can't use the company's time or resources to do so and you must never appear to represent the company or its views when engaging in personal political activities, unless specifically authorised by the company to do so.

## We always

- ✓ Make sure of our facts and have the appropriate approvals when talking with governments and public bodies
- ✓ Make sure all our interactions with public officials comply with our Code

## We never

- ✗ Engage in any public policy activity on behalf of Balfour Beatty or appear to represent the views of the company unless expressly authorised to do so by the Corporate Communications and Investor Relations team

# Boycotts, sanctions & legal requirements

## Our principle

We comply with all recognised boycotts and sanctions, and all legal requirements for the proper import and export of goods and technology

## What do we mean?

We want to trade lawfully and properly at all times. So we comply with all trade regulations and restrictions imposed by recognised national and international authorities.

These include the United Nations, EU, US and the UK. This requires particular diligence. Breaking a country's laws on these issues, even inadvertently, could mean we are unable to work in that country again. However, in some areas of the world there are attempts to impose illegal or unofficial restrictions. We do not comply with them and we refuse to engage in restrictive trade practices that are prohibited.

## Boycotts and Sanctions

These are both forms of trade restriction. A boycott means a country refuses to do business with another (or others) and prohibits others from doing so. Sanctions (which include embargoes) seek either to limit or prevent trade with or inside specific countries or with specific individuals.

If you are in doubt, consult your Legal, Compliance or Business Integrity team for further guidance.

## US laws

- US laws, federal and state, impose further restrictions that are not necessarily approved by recognised international authorities
- These restrictions seek to prohibit people and organisations from working in certain countries specified by the US federal or state governments, or with certain blacklisted organisations that have dealings with terrorist organisations or drug traffickers
- US members of the Group, and US citizens employed by any member of the Group, must comply with these laws
- Sanctions for breaching them can include barring Balfour Beatty companies from engaging in US trade or public sector work, very heavy fines and imprisonment of individuals

## Import and export

- As well as complying with all relevant local laws, we must obtain all necessary licences to import and export goods and other items and provide accurate information to customs authorities
- We must use all reasonable efforts to ensure that our goods' ultimate destination and purpose are as we intend

# Charities & non-profit organisations

## Our principle

We support appropriate national and local charities and other non-profit organisations

## What do we mean?

We want to have a positive and beneficial effect on the communities we live and work in. So we actively participate in local communities and charitable activities. We also encourage our employees to devote time to good causes and empower them to conduct authorised volunteering and charity activities using a volunteering policy. However, when acting on the company's behalf, we must be mindful of our responsibilities.

## What's appropriate?

If we are making a charitable donation or commitment of support using the company's resources, we need to check if it's appropriate and is approved in compliance with local business policies and processes. We realise that we can make significant impact by working with charities and non-profit organisations local to our projects targeting local needs. The charity must be bona fide and any use of our shareholders' money or resources for charitable purposes should be consistent with our broad community support and our corporate responsibility policy.

## Your rights as an individual

Of course you have every right as an individual to make personal donations to charity and participate in charitable activities for any causes you believe in. All we ask is that in these circumstances it is clear that you are acting in a personal capacity.

## We always

- ✓ Ensure the charity is appropriate and approved in compliance with local business policies and processes
- ✓ Check for potential conflicts of interest
- ✓ Keep records of the resources and time spent delivering charity and volunteering programmes, demonstrating who we invested in and how

## We never

- ✗ Offer or make a charitable contribution as an incentive or reward for obtaining or retaining business or for any other improper purpose
- ✗ Make a contribution to a charity unless we are sure the charity is bona fide and has all appropriate registrations
- ✗ Use charitable donations as a substitute for political payments
- ✗ Use company time or resources without permission





## Section 05

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# We do not misuse property or information

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# Privacy & data protection

## Our principle

We respect and protect everyone's privacy and comply with all data protection laws

### What do we mean?

Data protection and privacy laws regulate the collection, storage, disposal, use and disclosure of personal information (such as names, addresses, dates of births, national insurance or social security numbers, job titles or photographs), which can identify a living person. Whilst there are international standards, laws do vary from country to country. Wherever we gather, hold and use personal information, we must always comply with that country's data protection laws whilst also complying with our own standards and policies on protecting personal information.

It can be easy to forget that the data and records we hold and use may contain personal information. We only collect, retain and use personal information required for our legitimate

interests, or as permitted by data protection laws. Those with access to it must only use it in an authorised way.

We take particular care with sensitive personal information such as medical information. We work to ensure appropriate standards of data protection are in place across all our businesses worldwide.

If you're in any doubt about any aspect of this, always seek advice and approval from your Legal, Compliance or Business Integrity contact, your data protection officer (if any) or another data protection and privacy expert. For more guidance, see your local data protection or information security policies.

### We always

- ✓ Protect personal information and keep it confidential and secure
- ✓ Use it only in ways individuals would reasonably expect, and let them know what we intend to use it for and the people we may share it with
- ✓ Make sure it's only shared with people who have a legitimate need to know or with the consent of those whose information we hold

- ✓ Promptly report any loss of personal information e.g. a laptop or memory stick containing a database of employee details

- ✓ Ensure personal information is securely deleted or destroyed when it is no longer required or in accordance with Balfour Beatty's document retention and disposal guidance

- ✓ Carry out recruitment and selection procedures in strict accordance with the Company's Recruitment Policy

### We never

- ✗ Check references for job applicants without first obtaining consent
- ✗ Use or support databases of "blacklisted" people or supply information to such databases
- ✗ Transfer personal information outside its country of origin or give other third parties access to it without ensuring that the transfer is permitted under data protection laws

# Confidential information

## Our principle

We keep confidential information safe and make sure it never gets into the wrong hands

### What do we mean?

Any improper disclosure or misuse of confidential information about Balfour Beatty can have a huge impact on the company. We must keep it safe, only share it internally on a 'need to know' basis, and only disclose it to a third party on a confidential basis and with appropriate authorisation to do so.

### Confidential information

This refers to any and all confidential and/or proprietary information or material belonging to or in the possession of any member of the Balfour Beatty Group. It may be oral, visual, in writing, or in any other form. It includes any information related to Balfour Beatty's:

- Financial information, business plans, projections or strategies, property, business practices and relationships, processes, systems, or methods of operation
- Specifications, pricing policies, marketing plans, costs or promotional activities
- Customer, supplier or employee information or agreements
- Technical information
- Inventions, innovations, improvements, know-how, trade secrets or other proprietary information

Confidential information belonging to joint ventures, customers or other third parties must be respected and protected in the same way.

### We always

- ✓ Ensure we protect confidential information
- ✓ Report any information we obtain that we think may be commercially sensitive
- ✓ Ask our Legal, Compliance or Business Integrity contact if there is any doubt about the use or disclosure of information
- ✓ Report confidential information received in error and return it to its rightful owner
- ✓ Make sure customers, partners, suppliers and other third parties protect confidential information

### We never

- ✗ Leave sensitive information lying around or unsecured, or otherwise fail to take care of it
- ✗ Divulge confidential information of or about a previous employer unless permitted to do so
- ✗ Use unsecure technologies and methods when exchanging confidential information
- ✗ Discuss confidential information in a way that it can be overheard in public

# Inside information

## Our principle

Inside information must not be used for insider trading, for our own or anyone else's benefit

## What do we mean?

Balfour Beatty plc, the parent company of the Balfour Beatty Group, is a public company listed on the London Stock Exchange. It is a serious criminal offence to buy or sell Balfour Beatty stocks, shares or other securities, or those of any other company, on the basis of inside information. This is insider trading.

It makes no difference whether you do it yourself or get someone else to do so, or whether it's for your own or anyone else's benefit. And it applies even after you've stopped working for Balfour Beatty.

Employees with access to potential inside information about Balfour Beatty are placed upon a list of 'insiders' and may not deal in Balfour Beatty securities, except in accordance with the Balfour Beatty Group Share Dealing Code.

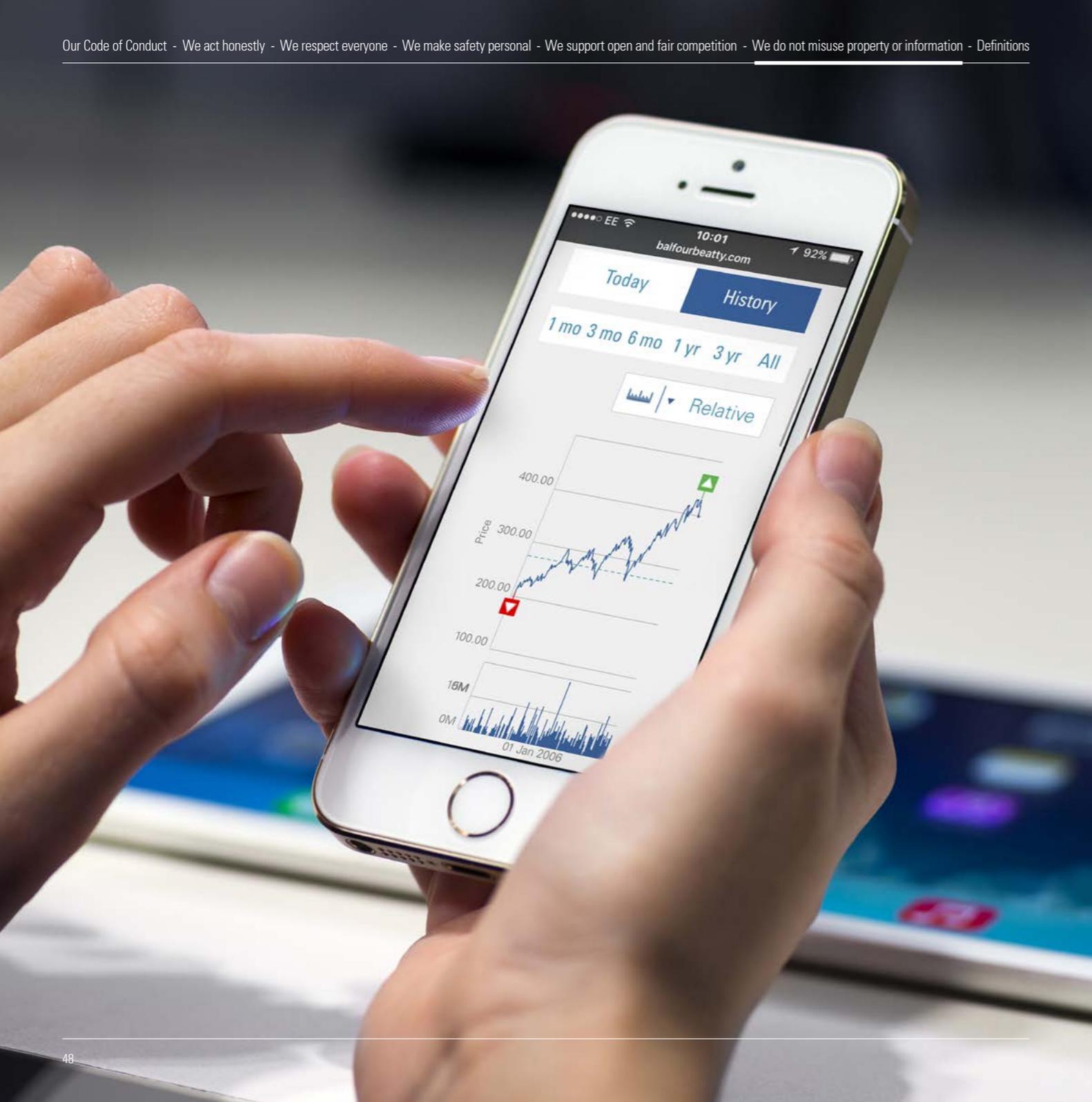
## We always

- ✓ Ask our Legal, Compliance or Business Integrity contact, if we have any doubts about use or disclosure of potentially price sensitive information

## We never

- ✗ Act on or disclose sensitive information without first getting approval to do so
- ✗ Deal in stocks or shares of Balfour Beatty plc or any other company, or encourage others to do so, if we know something which is price-sensitive





# Disclosure

## Our principle

We disclose or communicate information about the company in a timely and accurate way, and we seek to inform and not mislead

## What do we mean?

How we talk about ourselves plays a huge part in how much we are trusted. We always communicate with integrity. Whether favourable or unfavourable to Balfour Beatty, the information we disclose is always timely, accurate, complete, truthful and reliable. We never seek to mislead.

Sometimes it's possible to find yourself acting as a spokesperson when you didn't really mean to. You should never communicate on behalf of Balfour Beatty if you aren't authorised to do so. And remember that internal communications are one press of a button away from being external communications.

## Company communications

These are any internal or external messages from us or anyone we authorise to speak about us or our business. They include press releases, communications with news media or journalists, promotional materials and advertisements, public speaking opportunities or industry roundtables and other public statements.

## Disclosures

These are statements submitted or published by us to shareholders, regulators, securities exchanges, the media and other third parties.

## We always

- ✓ Ensure all company communications and disclosures have received appropriate internal approval, no matter what the medium. If in doubt, consult your Corporate Communications and Investor Relations team
- ✓ Take particular care about what we say at meetings or public events
- ✓ Watch out for situations in which we may be considered to be speaking on behalf of the company
- ✓ Comply with applicable company guidelines and policies when using social media

## We never

- ✗ Respond to the media, regulators, government agencies or other external enquiries without express permission from the Corporate Communications and Investor Relations team
- ✗ Express personal views in a way that might lead them to be interpreted as the company's views
- ✗ Record things about people that we wouldn't want to say to their face
- ✗ Lose sight of the fact that we may one day have to explain to a court or read in the media what we write in emails, text messages or other company communications or documents
- ✗ Say or write things that may embarrass Balfour Beatty's clients or partners in any way or damage Balfour Beatty's relationship with them

# Computer systems

## Our principle

Company computer systems are for use at work. The company permits reasonable and appropriate personal use for non-work related purposes

## What do we mean?

Our company computer systems and the information they contain are valuable assets.

They must not be used for any improper purpose or in any way that might affect their operation or integrity.

### Company computer systems

This includes information and communication technology, systems and equipment that are owned or used by Balfour Beatty. They include:

- Desktop, laptop and handheld computers/ devices, such as smartphones or tablets
- Servers and networks (including connections to public or external networks such as the internet)

- Storage devices such as memory sticks, memory cards, removable hard drives and CDs
- Telephones (including mobile phones) and computerised office equipment (such as fax machines, printers and scanners)
- Information stored in and transmitted by these technologies, such as emails, voice mails, instant messages, electronic files, database entries and internet postings

We should all assume that any company information stored or communicated on company computer systems is company property. We should all be aware that, subject to local law, the company reserves the right to monitor our emails and internet usage, whether work-related or personal.

Personal use is a privilege not a right and must not be abused.

## We always

- ✓ Follow all information security and acceptable use policies when using company computer systems for work-related or personal use or when accessing or storing company information on personal computer systems
- ✓ Take proper precautions to protect company computer systems and company information against loss, damage or theft

## We never

- ✗ Use company computer systems to access, obtain, create or distribute any material that's illegal or offensive or that's been obtained illegally. This includes obscene, pornographic, sexist, racist, defamatory and abusive material or material that is in breach of copyright.
- ✗ Have any expectation of privacy when using company computer systems for personal or non-work related activities, unless local laws state otherwise





# Definitions

## Balfour Beatty

Balfour Beatty, Balfour Beatty Group, the Group and the company refer to Balfour Beatty plc and its consolidated entities.

## Business managing director

Business managing director means the managing director (or, in the case of the US, President or Chief Executive Officer) at your business.

## Company computer systems

Company computer systems are information and communication technology, systems and equipment that are owned or used by Balfour Beatty.

## Group Head Office

Group Head Office means the London head office of Balfour Beatty plc, the parent company of the Balfour Beatty Group.

## Public officials

Public officials include the following:

- ✓ Officers and employees of any national, regional, local or other governmental entity, including elected officials.
- ✓ Any private person acting temporarily in an official capacity for or on behalf of any such governmental entity (such as a consultant retained by a government agency).
- ✓ Officers and employees of companies in which a government owns an interest.
- ✓ Candidates for political office at any level.
- ✓ Political parties and their officials.
- ✓ Officers, employees or official representatives of public (quasi-governmental) international organisations, such as the World Bank, United Nations, International Monetary Fund, etc.

**Balfour Beatty**

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[www.balfourbeattycodeofconduct.com](http://www.balfourbeattycodeofconduct.com)

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