

# *Tomkins plc*

## *Code of Conduct & Ethics*

This Code of Conduct and Ethics describes long-standing principles of conduct that Tomkins follows to ensure our business is conducted with integrity and in compliance with the law in the countries in which we operate. Every director, officer and employee is expected to know and follow the policies outlined here. Each operating entity may retain its existing Code of Conduct and Ethics or similar document provided such document incorporates the principles of this Code and has received the prior approval of the Chief Executive Officer of Tomkins. All Tomkins affiliates are also required to apply and communicate the Tomkins' Supplier Charter, which follows the Code of Conduct and Ethics.

Violating the law could subject Tomkins and the individuals involved to criminal proceedings, regulatory action and private lawsuits. Any employee who violates the spirit or letter of the policies included in this Code of Conduct and Ethics will be subject to disciplinary action, up to and including termination of employment.

Employees who violate laws can be substantially penalised, including large fines, a significant prison term and repayment of any profits earned.

For Tomkins, violating the law can mean substantial monetary fines, prison for officers, the loss of important customers and suppliers, and disqualification from contracting on important government work and, in the United States, payment of triple damages.

If you become aware of an ethical or legal violation, including a violation of the policies in this Code of Conduct and Ethics, you should promptly report it to the appropriate individual within your business unit. If that proves unsatisfactory under the circumstances, you should report it to the Compliance Hotlines: Telephones: +1 937 254 7333 (US), +44 (0) 208 877 5000 (UK) or email: [ethics@tomkins.co.uk](mailto:ethics@tomkins.co.uk). Your report will be dealt with in the strictest confidence.

### COMPETING FAIRLY AND COMPLYING WITH ANTITRUST AND COMPETITION LAWS

We support fair global practices which are critical to promoting free enterprise. Antitrust and competition laws reflect this commitment to a free enterprise trade system. It is our policy to comply fully with all antitrust and competition laws.

In many countries, agreement between competitors regarding prices to be charged, competitive bidding, customers to be solicited or geographic areas to be served, are prohibited. Examples of unlawful anti-competitive behaviour include:

- Co-ordinating bids with competitors;
- Allocating customers or markets;
- Fixing a price range or a minimum or maximum price;
- Limiting output or restricting delivery schedules;

- Fixing discounts, rebates, or credit terms;
- Agreeing to boycott certain suppliers or customers; and
- Exchanging information relating to profits, costs, prices or other terms or conditions of sale.

In the United States, as in other countries, these types of agreements are routinely prosecuted as criminal offences, and both the individual perpetrators and the companies they represent may be charged with criminal activity. As in other areas of business and law discussed in this Code of Conduct and Ethics, committing such offences can lead to the assessment of severe penalties. These penalties typically include both substantial fines and prison terms for the individuals involved in the illegal activity and even larger fines levied against the company. According to the United States Justice Department, it is now “commonplace” for companies to be fined \$10 million or more for entering into agreements that violate the antitrust laws. Under European Community law, companies which violate competition laws may be fined up to 10% of their turnover.

Anti-competitive behaviour may also subject companies to civil suits (often large-scale class actions) and the threat of such damage awards (typically the result of evidence that implies, correctly or incorrectly, that competitors entered into an illegal agreement) often causes companies to pay large settlements even when they are innocent of any wrongdoing.

Remember that any contact with a competitor may be hazardous. An agreement between competitors need not be written or precise in order to be legally challenged; a general and informal understanding is sufficient. Illegal agreements are often proved through circumstantial evidence of “small talk”, “casual discussions” and “harmless” exchanges of business information. You should avoid such discussions, whether they occur in a large, formal group or in a social setting following a trade association meeting.

If a competitor raises a competitively sensitive topic or any other matter that you believe might violate the antitrust or competition laws or our Company policy, you should immediately and firmly decline to discuss it and inform the appropriate individual within your business unit. If that proves unsatisfactory under the circumstances, you should report it to the Compliance Hotlines: Telephones: +1 937 254 7333 (US), 44 (0) 208 877 5000(UK) or email: [ethics@tomkins.co.uk](mailto:ethics@tomkins.co.uk) as soon as possible.

For further details regarding competition and antitrust laws and our procedures for complying with them, contact the Compliance Hotlines: Telephones: +1 937 254 7333 (US), 44 (0) 208 877 5000 (UK) or email: [ethics@tomkins.co.uk](mailto:ethics@tomkins.co.uk).

## EMPLOYEE HEALTH AND SAFETY

We are committed to providing a healthy and safe work environment. Healthy and safe working conditions and accident prevention are important parts of operating our business. We must comply fully with all national and local health and safety laws and regulations. It is your responsibility to prevent accidents by maintaining a safe work environment and following safe work procedures and practices.

If the environment that you work in becomes unsafe for any reason, you should immediately notify the appropriate individual within your business unit. If that proves unsatisfactory under the circumstances, you should report it to the Compliance Hotlines: Telephones: +1 937 254 7333 (US), 44 (0) 208 877 5000 (UK) or email: [ethics@tomkins.co.uk](mailto:ethics@tomkins.co.uk).

Tomkins recognises that employees who work while under the influence of alcohol or illegal drugs pose dangers to themselves, other employees and the general public. Our policy is therefore to forbid the possession and use of alcohol and illegal drugs by any employee in the workplace or while operating motor vehicles or other machinery while engaged on company business.

There is also no valid reason ever to be in possession of any instrument primarily intended as a weapon (including any firearm) while in a company facility. Whether registered or not, you are forbidden to bring a weapon or firearm into any of our facilities.

## EQUITABLE TREATMENT AND DISCRIMINATION

We are firmly committed to the equitable treatment of all our employees and qualified applicants for employment. Equal opportunity is one of our firmest and most basic beliefs and we aim to ensure that no discrimination in any form is practised within our business. This is reflected in our Human Rights Policy, copies of which are available on our website ([www.tomkins.co.uk](http://www.tomkins.co.uk)) or from the Company Secretary at the Corporate Office.

Further, it is the responsibility of each of us to help Tomkins provide a work atmosphere free of harassment, abuse, disrespect, disorder, disruption or other non-professional conduct. Harassment in any form, verbal or physical, by any employee, will not be tolerated. Every employee is expected and required to treat all other employees with respect and dignity. Unwelcome social advances on the part of one employee toward another are a violation of this policy and will be treated with appropriate discipline, even termination of employment. If you observe any violation of this policy, you should notify the appropriate individual within your business unit. If that proves to be unsatisfactory under the circumstances, you should report it to the Compliance Hotlines: Telephones: +1 937 254 7333 (US), 44 (0) 208 877 5000 (UK) or email: [ethics@tomkins.co.uk](mailto:ethics@tomkins.co.uk).

## ENVIRONMENT

Our policy is to obey strictly the laws that protect the environment. Employees have a responsibility to follow environmental laws and standards and always to engage in environmentally friendly and sustainable practices.

Hazardous wastes must always be handled responsibly and according to the applicable national law.

If you become aware of any violation of an environmental law or a practice that is prejudicial to the environment, you should immediately inform the appropriate individual within your business unit. If that proves unsatisfactory under the circumstances, you should report it to the Compliance

Hotlines: Telephones: +1 937 254 7333 (US), 44 (0) 208 877 5000 (UK) or email: [ethics@tomkins.co.uk](mailto:ethics@tomkins.co.uk).

## ETHICAL AND LAWFUL BEHAVIOUR; CONFLICTS OF INTEREST

Our success depends on our employees. Because of our past efforts and dedication, we have established a reputation for honest, ethical conduct while becoming a leading engineering manufacturer. We should all be proud of this reputation, and we must work together to preserve it.

This means that we must conduct our business honestly, ethically and in strict compliance with all laws and regulations. It also means that we must operate free of any interest that affects our undivided loyalty to Tomkins. If you or a member of your family has a personal interest in our business, you must immediately inform the appropriate individual within your business unit. If that proves unsatisfactory under the circumstances, you should report it to the Compliance Hotlines: Telephones: +1 937 254 7333 (US), 44 (0) 208 877 5000 (UK) or email: [ethics@tomkins.co.uk](mailto:ethics@tomkins.co.uk). The exceptions to this notification requirement relating to financial interests are discussed below.

It takes only one unethical or unlawful act to destroy our goodwill with suppliers, customers and the public. While it is impossible for this Code of Conduct and Ethics to catalogue every situation that might arise, the following general principles are important:

- Deal with suppliers and customers on a fair and honest basis. Answer all customer and supplier questions truthfully. Never mislead customers about any of our products. Buying and selling must be done on an “arm’s length” basis, free of any kickbacks, bribes, secret commissions, gifts or favours. You may only accept gifts exceeding US\$250 in value if you have first obtained permission of your General Counsel.
- Avoid any situation in which your independent business judgement might appear to be compromised. Charges of bad faith and misdealing can arise in any situation where your personal interests and Tomkins’ interests are not the same. For this reason, depending on your responsibilities as a Tomkins employee, certain employees should not have a financial interest in our customers, suppliers or competitors. The most common types of financial interest are ownership of stock, shares, bonds or notes, a partnership interest or a direct or indirect interest through a trust or other relationship. Financial interest is a problem as soon as it presents a potential for conflict of interest with your responsibilities as a Tomkins employee. Generally, conflicts of interest will not arise from owning stock or shares in widely held public companies, such as those traded on the London and New York Stock Exchanges. Individuals rarely have the ability to influence the success of those kinds of companies, though it can happen.
- You cannot work for a customer, supplier or competitor without prior management approval.
- Make candid reports to management. Among other things, this requires that reports contain accurate information and that accounting records be maintained properly in accordance with our internal controls and generally accepted accounting principles. It

also means that you must fully and frankly disclose to management anything that might affect Tomkins' performance or reputation.

- Without appropriate authorization, do not duplicate licensed computer software, use trademarks that we do not own or reveal trade secrets disclosed to Tomkins. Wilful infringement of copyright is illegal.
- Keep political activities separate from our business. If you decide to make a political contribution (including providing services), it should be made in your name, not Tomkins'. Company stationery should not be used for personal or political purposes. If you are appointed to, or decide to run for, a governmental office, you should first consult with local management to ensure a conflict of interest does not arise.
- Never steal or unlawfully use information, materials, products, intellectual property or proprietary and confidential information of others. Doing so is unethical and could even constitute illegal industrial espionage.
- Take steps to protect Tomkins' operations from espionage or sabotage. Any attempt by others to gather or secure competitive information owned by Tomkins must be immediately reported to the appropriate individual within your business unit. If that proves unsatisfactory under the circumstances, you should report it to the Compliance Hotlines: Telephones: +1 937 254 7333 (US), 44 (0) 208 877 5000 (UK) or email: [ethics@tomkins.co.uk](mailto:ethics@tomkins.co.uk).

Furthermore, you may not take advantage of any business opportunity that properly belongs to Tomkins, unless you have first made full disclosure of the opportunity to the Compliance Hotlines: Telephones: +1 937 254 7333 (US), 44 (0) 208 877 5000 (UK) or email: [ethics@tomkins.co.uk](mailto:ethics@tomkins.co.uk) and have obtained a waiver from Tomkins plc.

## GOVERNMENT AND GOVERNMENT AGENCIES

We have dealings with national, federal, state and local governments in the course of our business. Governments are entitled to respect, and their rules must be followed. Statements made and records submitted to government purchasing agents are not to be intentionally misleading or inaccurate. Bids are to be made in good faith. No-one may sign a certificate, witness statement or affidavit without personal knowledge of the truth of the statements that are made.

All our dealings with governments should be at "arm's length". You must not offer or make any payment, gift, bribe, secret commission or give any other benefit to influence the decision or action of any government employee, official, candidate or political party. Business lunches and other entertainment of government employees are frequently prohibited and should not be undertaken without advance knowledge that it is permitted. If you are in any doubt, you should contact the Compliance Hotlines: Telephones: +1 937 254 7333 (US), 44 (0) 208 877 5000 (UK) or email: [ethics@tomkins.co.uk](mailto:ethics@tomkins.co.uk). Bribes or kickbacks to or from government agencies or suppliers are strictly prohibited.

In any transactions with government agencies, you must adhere to the highest standards of honesty and integrity, and abide by all applicable laws, rules and regulations. Among the areas demanding your scrupulous attention are:

- Whenever you provide information to a government official – whether orally or in writing – be truthful and accurate.
- Always follow the relevant procurement laws and regulations. For example, in the United States, obtain source selection, competitive or proprietary information only when the Contracting Officer has authorised release of such information.
- If relevant to your duties, familiarize yourself with the US Foreign Corrupt Practices Act and fully comply with its requirements in all dealings to which the Act applies.

Specific laws govern the hiring of former government employees and procurement officials. The Legal Department must approve any discussions of employment with government employees.

## GOVERNMENT INVESTIGATIONS AND INFORMATION REQUESTS

Our policy is to co-operate with every reasonable request of government investigators.

If a representative of any government or government agency seeks an interview with you or requests access to data or documents for the purposes of an investigation, you must refer the representative to your supervisor, who must consult with the General Counsel (telephone: +1 937 254 7312). Under no circumstances should you grant an interview or provide data or documents before you have secured legal representation approved by General Counsel. You should also preserve all materials, including documents and emails that might relate to any pending or reasonably possible investigation.

## INTELLECTUAL PROPERTY

Intellectual property is an important asset that helps us maintain our competitive advantage and, therefore, must be protected. Examples of intellectual property include: the Tomkins name, logo, patents, trademarks, copyrights, confidential information, ideas, plans and strategies.

You must always protect Tomkins' intellectual property and avoid infringing on the intellectual property rights of others. Refer any misuse or infringement of Tomkins' intellectual property to the appropriate individual within your business unit. If that proves unsatisfactory under the circumstances, you should report it to the Compliance Hotlines: Telephones: +1 937 254 7333 (US), 44 (0) 208 877 5000 (UK) or email: [ethics@tomkins.co.uk](mailto:ethics@tomkins.co.uk).

If you make any inventions or discoveries during the course of your employment, you must make this known to your supervisor and you must treat such inventions or discoveries as strictly confidential information, as they may require protection by registration or filing under applicable law.

## CONFIDENTIAL INFORMATION

It is important to us that confidential information remains confidential. Confidential information includes any information that has not been made available to the public that provides insight into our current or anticipated business activities. It also includes important non-public information about firms with which we have dealings, including customers and suppliers. You should not discuss confidential work matters with friends, relatives or other non-employees, or in public places, such as lifts (elevators), public transport (including aeroplanes) or restaurants. All enquiries regarding Tomkins from non-employees, such as financial analysts and journalists, should be directed to the Director of Corporate Communications at the Corporate Office (telephone: +44 (0)20 8877 5153). In addition, most employees are required to sign further confidentiality undertakings upon hire. If you do not recall those undertakings, consult your human resources department for a copy of any applicable documents or policies for your business unit.

The obligation to preserve confidential information is ongoing, even after your employment with Tomkins ends. Information that you have acquired in your previous employment should be treated with the same respect.

Our policies on confidential information are more completely set out in our “Statement of Policy and Rules on the Disclosure of Company Information”, copies of which are available from the Tomkins’ Company Secretary at the Corporate Office (telephone: +44 (0)208 877 5000).

## PERSONAL DATA

We receive and hold personal data on a large number of individuals in the course of our business. We will always process personal data in accordance with applicable laws and regulations.

If you wish to view your personal data, which we hold, or you have any queries in relation to such data, you must make a written request to your human resources department.

## INSIDER TRADING

You must never engage in “insider trading,” that is, buying or selling shares or stock or other securities (including sales of shares or stock acquired through company plans) based on “specific material non-public information” or attempting to “beat the market” by purchasing or selling stock shortly before, simultaneously with or within a short time after public release of material information. It is important to remember that not only is dealing in the stock or shares an offence, encouraging another to deal or passing the material non-public information on to another person may amount to an offence. These requirements apply to the shares, stock and securities of Tomkins and any company about which you have specific material non-public information as a result of your employment with the Tomkins group.

“Specific material non-public information” includes any specific information that has not been made available to the public that might be of significance to an investor in deciding whether to buy or sell stock or other securities or, if such information were made public, would be likely to have a significant effect on the price of the relevant stock or securities. Examples include:

- Internal financial information, including sales volumes and trends;
- Major management changes; and
- Major transactions with other companies, such as joint ventures or licensing agreements.

Insider trading is both unethical and a criminal offence in most countries. For example, in the United States, penalties can include criminal penalties of up to \$5 million, a jail term of up to 20 years and civil penalties of up to three times the illegal profit gained or loss avoided. In the UK, the offence may be punishable by a jail term of up to 7 years and unlimited fines.

If you think that you know specific material non-public information about a company and you wish to trade in its stock or securities, you must first obtain the permission of the Company Secretary (telephone: +44 (0)20 8877 5000) at the Corporate Office before trading or advising anyone else to trade.

Our policies on insider trading are more completely set out in our “Statement of Policy and Rules on trading in the shares of Tomkins plc”, copies of which are available from the Tomkins’ Company Secretary at the Corporate Office (telephone: +44 (0)20 8877 5000).

## SUPPLIER RELATIONS

We base supplier relationships on lawful, efficient and fair practices. The quality of our supplier relationships often has a direct bearing on the quality of our customer relationships.

Always provide a competitive opportunity for suppliers to earn a share of our purchasing volume, including any supplier businesses owned by the disadvantaged, minorities and women and enlist supplier support in ensuring that we consistently meet and exceed customer expectations of quality, cost and delivery.

## USE OF COMPANY ASSETS

We utilise computers, facsimile machines, photocopiers and other business systems and equipment to enhance the quality and efficiency of the services we provide. You should only use these systems and equipment for Tomkins business-related purposes and not for personal reasons. All use of these systems and equipment must comply with applicable law and Tomkins policies. You may be subject to disciplinary action (even dismissal) if you violate this policy.

All messages, documents, data and other material created by, entered into, or stored in our systems or equipment belong to us. Subject to applicable national laws, we may access, review, monitor and/or disclose such material at any time, with or without notice to you. This includes all e-mail messages and Internet usage.

## TAXATION

We will never knowingly avoid our tax obligations and will record and report all transactions,

including those where payment is made in cash. All tax allowances to which you are entitled as an employee will be listed and declared for tax purposes.

## REPORTING OF VIOLATIONS

If you are aware of a violation of the law or company policy, inform the appropriate individual within your business unit. If that proves to be unsatisfactory under the circumstances, you should report it to the Compliance Hotlines: Telephones: +1 937 254 7333 (US), 44 (0) 208 877 5000 (UK) or email: [ethics@tomkins.co.uk](mailto:ethics@tomkins.co.uk).

You do not have to give your name when you call but be sure to provide enough information for us to be able to follow up (i.e. names of persons allegedly involved, dates and nature of activity). Confidentiality will be maintained to the fullest extent possible. You will be subject to disciplinary action if you submit a false report, but you will never be penalised for making a good-faith report and we will not tolerate retaliation against any employee who makes a good-faith report.

The appropriate manager is obligated to investigate all reports of violations. You should not investigate on your own but leave such work to the appropriate persons.

If you report a violation and in some way are also involved in the violation, the fact that you stepped forward will be considered.

If the result of an investigation indicates that corrective action is required, Tomkins will decide what steps to take, including, when appropriate, legal proceedings to rectify the problem and avoid the likelihood of its recurrence.

Disciplinary action may be taken for, among other things:

- Authorisation or participation in actions that violate this Code of Conduct and Ethics;
- Failure to report a violation of this Code of Conduct and Ethics;
- Failure to exercise proper supervision and oversight in detecting and reporting violations by subordinate employees;
- Refusal to co-operate in the investigation of a violation of this Code of Conduct and Ethics; and
- Retaliation against an individual for reporting a violation of this Code of Conduct and Ethics.

If you have any concerns regarding questionable accounting or auditing matters which may include possible improprieties in matters of financial reporting, financial control and any other related matters, you should contact Risk & Assurance Services on a dedicated telephone number +1 303 744 4850 where you can raise, in strict confidence and with anonymity, those concerns.

## FINANCIAL CONTROLS AND RELATED MATTERS

The Tomkins group has in place well-developed financial controls, practices, and procedures which aim to protect the group's assets from theft or misappropriation. No system can be 100% failsafe and employees, whether or not they work in a finance or a related area, have an important role to play in identifying suspicious activity. It is important that where an employee becomes aware of or has concerns about possible improprieties, including being asked to do something which the employee knows is not in accordance with the laid down financial control or established procedure or practice, the employee must report this to the appropriate person. If the person or persons involved in the impropriety is an immediate supervisor, the employee should report the matter to the Group Finance Director of Tomkins. By taking this action, an employee is acting in the spirit of this Code and avoids being associated with the suspicious activity.

## LOANS AND LOAN GUARANTEES

In accordance with the requirements of the UK Companies Acts relating to the prohibition of loans to directors, it is the practice of Tomkins plc that such requirements are extended to officers of the Company so that neither loans nor loan guarantees are provided by Tomkins to Directors or officers of the Company.

## WAIVERS

Any waiver to this Code requires the prior approval of the Board of Tomkins plc and will be published as soon as possible on the Company's website.

## ACKNOWLEDGEMENT

The Tomkin's Company Secretary reports direct to the Chief Executive Officer of Tomkins, who has overall responsibility for implementation of the Code of Conduct and Ethics. You are responsible for knowing and abiding by these policies.

We may require you to sign an acknowledgement confirming that you have received and read this Code of Conduct and Ethics, understand it and are complying with it. We may also require certain supervisory personnel to complete an annual questionnaire regarding their knowledge of any potential violations of the Code of Conduct and Ethics.

## **Tomkins' Supplier Charter**

Tomkins' business strategy is underpinned by our culture and shared core values. These values are deeply embedded in the Group and help us distinguish ourselves and maintain our reputation in the markets in which we operate and the communities where we work. It is important that our suppliers are aligned with these values and observe the standards that reflect them so that they can contribute to our mutual success and the ongoing success of our customers. The values to which Tomkins are committed include:

- Legal, ethical and responsible conduct in all of our operations
- Respect for the rights of all individuals
- Respect and care for the environment

We seek to apply these values in our relationships with suppliers and to build trusted relationships. We expect all of our suppliers to make these same commitments. At a minimum, we require that all suppliers to Tomkins' companies meet the following standards:

### *1. Business Ethics*

The highest standards of honest and ethical conduct are to be expected in all business interactions. Any and all forms of corruption, bribery, extortion and embezzlement are strictly prohibited.

### *2. Freely chosen employment*

Employment is freely chosen. No forced, bonded or involuntary labour is permitted.

### *3. Prohibition of child labour*

Suppliers should observe the ILO conventions recommendation of a minimum age for admission to employment or work. The minimum age for hazardous work is 18 years.

### *4. Anti-discrimination*

Harassment or discrimination against employees in any form is not acceptable. This includes but is not limited to race, caste, colour, national origin, sex, age, religion, disability, veteran's status, marital status, employment status, political affiliation and any other categories protected by local law.

### *5. Wages and benefits, working hours*

Wages and benefits must meet minimum national requirements. Disciplinary deductions of wages are not permitted. Working hours will, as a minimum, comply with applicable laws.

### *6. Freedom of association*

The national and other applicable law and regulations concerning an individual's freedom of association shall be complied with at all times. No discrimination against employees' legal bargaining representatives is permissible.

### *7. Health and safety*

Employees should have a safe and healthy working environment that meets or exceeds applicable standards for occupational safety and health.

### *8. Environment*

Conserving and protecting the environment is a principle of high importance. Suppliers must obey strictly the laws that protect the environment and should aim to minimise the impact of their operations and their products on the environment.

In the event of failure to achieve the standards, a supplier may be given the opportunity to achieve them within a reasonable time to be agreed with Tomkins. If at the end of that agreed time, standards are still not achieved, depending on the severity of the failure, Tomkins may stop trading with the supplier concerned.