

# Code of Business Ethics

# spectris

## Materials Analysis



## Test and Measurement



## In-line Instrumentation



## Industrial Controls



*Honesty and integrity in all that we do.*

# Chief Executive's Message

Dear Colleagues,

Within the Spectris group, we share a number of long-term objectives:

- To be the owner of choice for productivity-enhancing businesses
- To deliver superior value over the long term for our customers and shareholders
- To create a performance-driven culture across all of our operating companies and become leaders in our chosen markets

We have well-defined strategies within the group and in each of our operating companies in order to achieve these goals. However, success cannot be sustainable unless we commit to and operate according to our values. First amongst these is Honesty in all aspects of our conduct. This includes acting with integrity in how we run our businesses, both with respect to our external dealings with customers, suppliers, representatives and competitors, and in our internal dealings with colleagues.

This Code of Business Ethics sets out our policies to assist all of us at Spectris and our operating companies in this effort. It starts by reinforcing the group's values and seeks to clarify what constitutes good ethical behaviour.

I would ask that you participate in this effort and give it your full support. Success only comes when the words are translated into action.



John O'Higgins  
Chief Executive, Spectris plc



# Code of Business Ethics

This Code of Business Ethics is rooted in the core Spectris values. It takes our first value of Honesty and Integrity and seeks to expand this into a fuller set of guiding principles grouped into three subject headings: Working with Business Partners, Collaborating with Colleagues and Protecting the Business. Prescriptive rules cannot be formulated for every business circumstance, but our values and the spirit of the Code should guide you toward the appropriate and ethical course of action.

## Spectris Values

### **Honesty**

Acting with absolute integrity in all that we do.

### **Empowerment**

Creating an environment of autonomy in our operating companies where people are expected to take the initiative and to succeed.

### **Ownership**

Taking personal ownership of the responsibility of our roles.

### **Delivery**

Performing to the highest standards against the commitments we make both internally and, especially, externally to our customers.

### **Speed**

Ensuring that our business decisions are made and actions executed with a sense of urgency.

## Definitions

**“Honesty”** - Scrupulous with regard to telling the truth and acting without stealing, fraud or breach of laws.

**“Integrity”** - Steadfast principled adherence to the Code of Business Ethics.

# Contents

Chief Executive's Message.....	1
Code of Business Ethics & Spectris Values .....	2
<b>Introduction: Doing Business with Honesty and Integrity</b>	
Employee Responsibilities .....	5
Manager Responsibilities .....	5
Operating Company Leadership Responsibilities .....	5
Alternate Reporting, or Whistleblowing.....	6
Addressing Concerns .....	7
Non-Retaliation .....	7
Using the Code .....	7
<b>Working with Business Partners</b>	
Fair Dealing .....	8
Gifts and Hospitalities .....	9
Bribery and Corruption.....	10
Fair Competition.....	12
Trade Controls .....	15
Contacts with Outside Parties .....	16
Working with Third Parties.....	17
<b>Collaborating with Colleagues</b>	
Fair Employment.....	18
Respectful Treatment .....	18
Health and Safety .....	19
Human Rights.....	19
<b>Protecting the Business</b>	
Company Assets .....	20
Financial Compliance .....	21
Business Information .....	22
Information Technology Systems .....	24
Conflicts of Interest.....	25
Authority and Internal Controls.....	26
<b>Code of Business Ethics Acknowledgment.....</b>	<b>27</b>

## Introduction: Doing Business with Honesty and Integrity

Our values of honesty and integrity are the foundation of our reputation and of the way we do business. So, in addition to the personal integrity that each of us brings to our work at the company, we need to demonstrate organizational integrity - ensuring that all of our combined efforts align with our values and commitments.

Our company values underlie the important commitments that we make to our customers, the marketplace, our communities and other stakeholders. Our group philosophy of operating with autonomy and accountability provides our companies with the most effective way to achieve our high standards. Our values, and in particular the requirement for honesty and integrity, are the foundation of this operating model.

This Code of Business Ethics sets the standard for how we conduct business. It is designed to ensure that all employees make decisions that are consistent with our values and that help us meet our many commitments. It applies to members of the Board of Directors and all employees of all companies within the Spectris group. Furthermore, the group should seek only to do business with partners whose business practices are consistent with the spirit of this Code.



**All employees have the responsibility to:**

- Comply with all applicable laws and regulations, and raise any conflicts between laws/regulations and the Code of Business Ethics or other policies and practices.
- Understand the Code and all other requirements for their job.
- Raise questions or concerns regarding business conduct and report any suspected violations of the law, regulations, the Code, other company policy or any health and safety issue.

You are encouraged in the first instance to make reports to your immediate manager or your business' senior executive, including the designated ethics or compliance officer. Alternatively, reports may be made through the Spectris Hotline.

**Managers at all levels have the additional duties to:**

- Ensure that their staff (i) know about and understand this Code and other policies and procedures that relate to their job and (ii) demonstrate compliance with these standards.
- Encourage employees to raise questions or concerns regarding business conduct.
- Address employees' questions and concerns in a timely manner, and when unsure of how to respond, seek guidance.

**Operating company Presidents/Managing Directors and their leadership teams are required to:**

- Make available to all employees this Code of Business Ethics and additional policies and procedures with which they are expected to comply.
- Provide sufficient ways for employees to raise questions or concerns about business conduct.
- Demonstrate the company's values and a commitment to responsible business conduct in all of their actions.



*Any employee who breaches the spirit or letter of the policies included in this Code of Business Ethics will be subject to disciplinary action, up to and including termination of employment.*

### Alternate Reporting, or Whistleblowing

If you have a concern that you are not comfortable raising with your manager, or if you have raised it but it has not been properly addressed, you can report this concern using the Spectris plc Hotline. This resource is intended as an alternative measure if other channels do not help to resolve the concern. When you contact the Hotline, your report is handled by an independent representative who carefully identifies your concern and forwards it to the appropriate Spectris plc representative. You can report a concern anonymously, if you wish. You should understand that in some situations a report provided anonymously may limit the company's ability to investigate and resolve the matter.

Contact the Spectris plc Hotline at [www.spectrishotline.com](http://www.spectrishotline.com) or at the following numbers:

Australia	1-800-339276	Netherlands	0800-0226174
Brazil	0800-8911667	Norway	800-15654
Canada	877-310-0383	Poland	0-0-800-1211571
China (Southern)	10-800-120-1239	Singapore	800-1204201
China (Northern)	10-800-712-1239	South Africa	080-09-92604
Czech Republic	800-142-550	South Korea	00308-110-480
Denmark	80-882809	(2nd option)	00798-1-1-009-8084
Finland	0800-1-14945	(auto prompt in Korean)	00798-14-800-6599
France	0800-902500	Spain	900-991498
Germany	0800-1016582	Sweden	020-79-8729
Hong Kong	800-964214	Switzerland	0800-562907
Hungary	06-800-17199	Taiwan	00801-13-7956
India	000-800-100-1071	United Kingdom	0800-032-8483
Italy	800-786907	United States	877-310-0383
Japan	0066-33-112505		
(auto prompt in Japanese)	00531-121520		



## Addressing concerns

The company is committed to responsively addressing all concerns made in good faith. It will investigate any reported concern and, where a violation has occurred, take corrective action to resolve the matter.

At times, employees may feel pressure to meet operational results, “make the numbers” or go along with others’ decisions. While a motivation to achieve high expectations is appropriate and necessary for a successful business, no employee should ever feel that he or she must resort to conduct that is unethical or illegal. The company stands behind its commitment to operate with honesty and integrity - this means for *all* operations and activities at *all* times. If you feel that you are being asked to do something that is wrong, you always have someone to talk to - your manager, a senior executive, the legal team, the Spectris plc company secretary, or the Spectris Hotline. It is the company’s responsibility to provide you with helpful resources that can assist you; *it is your responsibility to use them.*

## Non-retaliation

The company will not tolerate retaliation against any individual who makes a report of suspected misconduct in good faith or provides assistance to an investigation. It will take corrective action against any employee found to have retaliated against someone for these actions, regardless of his or her position.

## Using the Code

This Code of Business Ethics is not intended to address every situation that you may encounter. Rather, it provides overall standards for many common issues and resources to use so you can resolve other ethics and compliance issues. If in doubt about what is the proper action, ask yourself the following questions about the issue:

- To which stakeholders does the company have responsibilities or commitments?
- What are my specific responsibilities in my job?
- What laws, regulations, industry standards or company policies address the issue?
- What person can help me to effectively resolve the issue?
- What options should I consider to determine the best response?

Never hesitate to seek additional guidance from your manager, a senior executive or member of the legal team.



## Working with Business Partners

Our company's reputation comes down to how we work with others - the trust we develop with them and the commitments that we keep to them. Each employee's daily interactions and discussions with our customers, suppliers and other business partners make the difference in our success. Conduct these interactions with the utmost honesty and integrity. Avoid dealings with partners whose business practices do not conform to the spirit of this Code.

### Fair Dealing

***Always deal fairly with company business partners, including current and prospective customers, suppliers, distributors, agents and other representatives. Never manipulate, conceal or abuse privileged information, misrepresent material facts or engage in any other unfair-dealing practice.***

Answer all customer and supplier questions truthfully. Never mislead customers about any of our products or services.

Our customers and business partners count on us to act with honesty and integrity and to demonstrate commitment to our values in all of our actions. Actions that put our commitment to fair dealing into question are never appropriate.



## Gifts and Hospitalities

**Only exchange appropriate gifts, entertainment and other hospitalities where permitted and to build a business relationship, never as an incentive for improper conduct.**

In appropriate circumstances, exchanging modest gifts, entertainment or certain other hospitalities can help us to form or strengthen relationships with our business partners. A small gift can be a gesture of goodwill; a business dinner may provide an opportunity to get to know a customer or supplier better. Inappropriate gifts or other hospitalities suggest improper influence in business transactions and indicate attempts to conduct business using illegitimate tactics.

Do not:

- Offer, give or accept a **gift** that is:
  - Greater than nominal/modest value without prior written approval from a senior executive.
- Offer, give or accept **entertainment** that:
  - Does not involve the host as part of the event (for example, receiving tickets to an event is a gift, not entertainment).
  - Is lavish or costly (for example, attendance at a sport's major playoff event is excessive), without approval from a senior executive.
- Offer, give or accept a **gift, entertainment, other hospitality or anything else of value** that is:
  - Illegal or is not permitted by the recipient's organizational policies.
  - Not customary or appropriate in the country or industry.
  - Capable of being seen as an attempt to influence the recipient to make a certain business decision; for example, a gift made by a supplier to a recipient who is currently involved in evaluating the current or prospective supplier for a contract.

*See your company's gifts, entertainment and hospitality policies for gift currency limits and related standards.*

## Situation

You are visiting a prospective supplier in a country where you have never been. Following a late-afternoon meeting, the supplier's representative offers to take you out for the "local entertainment" and further your discussions.

## Resolution

Before going to a country to meet a prospective or current business partner, ask an informed source about what is considered proper and improper hospitality. In this situation, if you are unsure of what "local entertainment" means, ask your contact. If you are still unsure that this activity is appropriate, suggest something that is modest and that you feel sure will be appropriate. Or offer to entertain the supplier's representative in a manner that you consider appropriate, such as with a modest dinner. After all, the purpose is to get to know the supplier better and build a business relationship, not put you or your company's reputation at risk.

## Bribery and Corruption

***Demonstrate integrity in your actions and never exchange anything of value that could be considered as an improper incentive for a business action. Before taking an action that may be questionable, ask yourself whether the appearance of it may compromise the company's or your personal integrity or reputation.***

We do business on the basis of our product and service excellence, never because of exchanges of improper payments or other things of value. We remain mindful that sometimes the appearance of what we exchange also can be wrong for the company. Improper payments are always wrong; the company would rather lose business if the only other option is to make an improper payment.

Do not:

- Offer, provide or accept anything of value that is intended – or may be perceived as an effort – to influence a business decision. Something of value can be a payment or gift but also entertainment, other hospitality, a favor, a job offer or other benefit.
- Following a business transaction, offer, give or accept any form of a “kickback” tied to helping to facilitate the business transaction. A kickback can be a bonus, incentive or anything of value, potentially from a customer or other party. It also can come disguised as a gift or form of entertainment.
- Make any “facilitating”, “grease” or “expediting” payments to minor government officials, such as to more quickly move items through customs or even for a permit that you would eventually obtain. E.U. laws and company policies prohibit these payments.
- Use an agent, contractor or other company representative to make any payment or provide anything else of value that you are not permitted to provide.
- Do business with partners who are known to have been involved in bribery or other corrupt practices without approval from the Spectris plc Company Secretary.



## Consider the following questions to avoid corruptive practices:

- Do I feel a need to provide something of value to secure a business contract?
- Is the gift or other hospitality I may offer unusual in the local culture or business context?
- Might I find it embarrassing if I disclosed the acceptance of something from a business partner to a colleague, my manager or a family member?
- Do I know what is legal and illegal to offer, provide or accept in the location where I am doing business?
- Do I know what my business partners are able to accept from me?

If you answered “yes” or are unsure regarding any of these questions, seek advice from your manager, a senior executive or member of the legal team.

## Situation

We have hired a consultant we sometimes use to help the company obtain a permit needed for a new facility. He has requested a large payment for this job. This fee is more than he has requested for past work and is a bit above what we would expect him to charge. We also are in a rush to open the facility and realize that may take extra work.

## Resolution

It is good practice to carefully consider situations that deviate from normal circumstances. Of course, the consultant may be charging an appropriate amount for the extra work needed in a short time period. On the other hand, the extra amount could be targeted to pay a bribe either to secure the permit or to speed up its completion. We have a duty to take reasonable precautions to ensure that **no one** uses company funds to pay a bribe, even third parties. So, you should investigate the matter more until you are comfortable that the consultant will not use the fee for improper purposes. For instance, you can a) make sure that the consultant understands company policy regarding payment of bribes, b) ask the consultant about the reason for the higher fee, or c) ask the consultant to sign a special agreement not to use funds for this situation for an illegal purpose.

## Fair Competition

***Help ensure that the company competes fairly in all of its markets while competing vigorously to serve our customers. Follow all competition laws and know and adhere to company standards regarding fair competition.***

The company is committed to vigorous and fair competition, and we believe we can accomplish both of these objectives at the same time. If your work involves marketing, sales, pricing or contracts, you especially must understand the competition rules related to your work. Laws can vary in each of our markets, and some countries' competition laws apply to activities and individuals outside of their home market.

***The specific facts of each competition situation are very pertinent to determining whether it is appropriate. Discuss these facts with your manager, a senior executive or member of the legal team to identify the correct resolution.***

## Dealing with Competitors

- Do not enter the company into any agreement or understanding with a prospective or current competitor that is intended or likely to suggest unfair competition. Do not even discuss these agreements or understandings or exchange related information with a competitor. If any of the improper topics listed below arise in a meeting involving competitors, state that you believe the discussion is improper, immediately excuse yourself and report the matter to your company's legal counsel. Such situations can risk the company's reputation and continuing ability to market its products and services.

Improper topics include:

- "Price fixing," or setting prices with competitors, or even exchanging pricing information with competitors.
- Allocation of markets, customers or territories among competitors.



- "Bid rigging", or arranging bids with competitors (for example, an arrangement to ensure that a competitor wins one bid while another will win another bid).
  - Boycotts with competitors of an individual or group of customers or suppliers or refusals with competitors to deal with a certain customer or supplier.
  - Restrictions with competitors on production levels or distribution channels.
- Before beginning any discussions or other communications with a competitor about a partnering arrangement, such as a joint venture or teaming, first seek advice from the Spectris plc company secretary or your company's legal counsel.

## Dealing with Customers and Suppliers

- Do not enter the company into any discussion, understanding or agreement with a prospective or current customer, distributor, supplier or other third party that is intended or is likely to suggest unfair competition. Improper topics may include:
  - Exclusive dealing, where as a condition of continuing business with a customer or supplier, we require that it not do business with a third company.
  - Tying or bundling arrangements, for example, requiring a customer to purchase one product to purchase another, unrelated product.
  - Reciprocal dealing where, for example, a supplier must trade with the company for the company to continue doing business with it.
  - Business interference practices, such as encouraging a customer or supplier not to do business or stop doing business with one of the company's competitors.

## Situation

A competitor mentioned that one of the company's suppliers is developing a product that will compete with the two companies' current products. The supplier presently relies on the two companies' business for much of its revenue. The competitor suggested that if the supplier does not maintain its current revenue level, this may forestall or even stop the supplier's new product plans. So, the competitor indicated that the two companies should discuss whether they really need to use the current supplier or instead locate another source of supply.

## Resolution

To demonstrate the company's commitment to competing fairly, we have certain responsibilities. First, we must never discuss with a competitor ideas about how to limit competition. In certain situations, we also have to be cautious about even sending signals to a competitor about our intentions. All of our actions must be independent from the competition. Further, we must use caution even with independent actions that are intended to limit competition. In this situation, you must immediately cease any communications with the competitor and raise this situation with legal counsel.

## Independent Actions

- Do not allow or help the company to engage in any action with the specific intent to drive out competitors or otherwise unfairly compete. Improper topics include:
  - Resale price maintenance, or trying to pressure a customer to set the resale price of a product or service at a certain level.
  - Predatory pricing, such as setting prices below cost to drive out a competitor from the market.
  - Price discrimination, for example, unfairly setting prices for certain customers based on characteristics that are improper to consider, such as the management's race or gender.



## Gathering Competitive Information

- Only gather information on the competitive marketplace from proper sources. Typically, public sources are appropriate, such as newspapers, a competitor's publicly available marketing material, discussions with customers, and observations of competitors' products and services available to the market.
- Never accept confidential information directly from a competitor.
- Check with legal counsel before using any competitor information that is marked as confidential, such as "Internal Use Only" or "Company Confidential."
- Never use an agent, consultant or other third party to obtain competitive information that you are not permitted by law to do yourself.

## Competitor Representations

- Help the company to compete principally based on the strength of its products and services, not on the weaknesses of competitors' products and services. Do not disparage competitors or their products or services, particularly with comments that cannot be substantiated. Ensure that any product comparisons are based on factual data or competitors' marketing or communications.

## Trade Controls

**Support the company's responsibilities for cross-border trade and follow the export, re-export, import and embargo requirements set by the countries in which we do business.**

Most countries in which we conduct business regulate the movement of products, services and data across their borders. If your work involves moving products, services or information across country borders, ensure that you know the company's policies and procedures and related regulatory requirements. It is important that all employees know in advance the required steps regarding exports or imports to avoid problems during the actual movement of materials.

Know the following:

- **Exports** – Many countries require that certain materials receive approval for exports, such as those that involve certain intellectual property or are intended for or could have military use. Exports often require documentation and an indication of whether the material is intended for re-export. In some situations, individuals may be restricted in providing information or technology to a non-citizen of that country or sending or taking this information out of the country.
- **Imports** – Many countries require certain documentation, declarations, fees, permits and labeling for imported products.
- **Embargoes** – Certain countries restrict or prohibit exporting products, services, information, or knowledge to certain countries, companies or individuals. Know the rules in the country where you work or the country of origin if you are re-exporting products.

Company requirements also pertain to agents or other representatives doing business for the company or acting on its behalf.

*For more information, review the **Spectris plc Export Controls Compliance Policy** and contact your company's **Export Controls Compliance Officer** or review its **Export Controls Compliance Manual**.*



## Contacts with Outside Parties

***Show care for the company's assets and reputation. Only speak with or provide information about company operations to outside parties if you are authorized to do so.***

Many parties have an interest in the company's activities: investors, regulators, local communities, the press, potential suppliers, and others. We need to communicate in a clear, unified and accurate voice to outside parties. Our commitment to honesty and integrity demands it.

Communicate with these parties when you are authorized. Forward any requests for information you are not authorized to provide to your manager or your company's communications staff or legal team. Let regulators that contact you know that the company wants to be helpful and that you are required to forward the request to the proper company individual.

If you have questions, contact your manager, your company's communications staff or a senior executive. If the matter concerns Spectris plc, contact the group communications manager.



## Working with Third Parties

***Protect the company's reputation: ensure that third parties' work for the company holds to our values and standards.***

We use various third parties – agents, contractors, consultants and other representatives – to serve and sometimes represent the company. Because these parties help us to form relationships with other partners and in some cases represent the company, it is imperative that they understand our approach for conducting business and our standards of conduct.

Specifically:

- Properly review potential third parties before engaging them to ensure that they have a record of responsible business practices and that their business approach is aligned with that of the company.
- Clarify for third parties the company's expectations regarding how they conduct business for the company, as identified in any agreement or contract; provide them with the company's Code of Business Ethics with the expectation that they follow all applicable topics (certain conflicts of interest will not apply to third parties, though we expect them to inform the company of any potential situations that could conflict with their identified duty to the company).
- Do not use third parties to conduct improper business activities.



## Collaborating with Colleagues

Our people are our greatest asset. They provide the innovations, drive and spirit that turn good ideas and intentions into practical success. So, it is vital that we continue to maintain workplaces where all employees are valued, treated with respect and free from harm or other risks.

See also **Personal Information** under “Business Information”, page 23.

### Fair Employment

***Demonstrate the company’s commitment to fairness in employment opportunities. Make employment decisions on the basis of an individual’s merits and company needs, not improper considerations.***

We strive for a positive workplace where employees are recognized and rewarded for their efforts and unique contributions. If you recruit or manage others, then make decisions on recruitment, hiring, compensation, benefits, promotions and other employment-related matters based on an individual’s performance and skills and company needs. Do not make these decisions based on gender, race, ethnicity, religion, age or other improper characteristics.

*For more information, see your company’s employment policy or human resources handbook.*

### Respectful Treatment

***Show respect for your colleagues and business partners; never act improperly toward them.***

A positive workplace is one where employees feel respected and comfortable with one another. Show colleagues and business partners respect. Do not engage in any conduct that could be considered as disrespectful, intimidating, aggressive, violent or harassing, including any form of sexual harassment.

*For more information, see your company’s employment policy or human resources handbook.*



## Health and Safety

**Promote company health and safety in your daily work.  
Follow related laws, regulations and company policies.  
Raise health or safety concerns with your manager or  
your company's safety staff.**

We promote a positive workplace where all employees feel safe and protected from harm. Only then can employees be at their best and effectively contribute to the company's success. To help the company meet this objective, you are expected to:

- Follow all laws, regulations and company policies regarding workplace health and safety.
- Attend any training sessions before using equipment that requires training.
- Use protective equipment, clothing and other safety devices for work as required.
- Report to your manager any unhealthy or unsafe situations that you encounter.
- Ensure our business partners who work at our facilities follow healthy and safe practices.
- Never use or remain under the influence of illegal drugs when on company business. Ensure any use of alcohol is restrained and limited to company social functions, and approved by company management.
- Ensure that any medications you use will not interfere with your job duties and especially with operating equipment or vehicles.

For more information, see **Spectris plc Health and Safety Policy**, your company's health and safety policy and any specific equipment usage instructions.

## Human Rights

**Display the company's commitment to human rights.  
Ensure that company operations adhere to these  
important standards.**

The company supports human rights standards and requires responsible conduct regarding:

- Employment rights and opportunities.
- Workplace non-harassment.
- Support for disabled individuals.
- Non-use of forced or child labor.
- Environmental practices and safe working conditions.
- Freedom of association and collective bargaining.

For more information, see the **Spectris plc Human Rights Policy** and your company's human rights or related policy.

## Situation

You have just moved from the UK to work in another operating company in Eastern Europe. The equipment safety standards are not as high as they are in the UK, and local laws do not address safety requirements for certain equipment. You investigate whether this situation will allow you to speed up production on the equipment since you do not have to follow the UK standard.

## Resolution

Health and safety are important priorities for the company. If you notice something that does not seem quite right, you have a duty to question it. In this instance, a legitimate reason may exist for the differing standards, and you may be able to take advantage of the difference. But first you and your company's management should investigate the disparity in standards to determine a proper course of action. Above all else, we want to ensure employees are safe at work.

## Protecting the Business

Our success is created in the daily work of operating our businesses. How effectively we manage our assets, avoid conflicts and support controls can make the difference between a marginally successful company and a great organization. As a group of companies, autonomy and entrepreneurship only serve us when we can rely upon mutual trust across all of our entities. For this reason, personal honesty and integrity are vital to the success of each company and the overall group.

### Company Assets

***To ensure we obtain the best value from them, properly use all company assets and protect them from misuse, loss or improper destruction.***

The company's shareholders count on us to make wise use of the company's assets. Further, we need to effectively and properly use company assets to best serve our customers. Our ability to successfully compete requires that we find the most responsible ways to work with these important resources.



**Company property** consists of facilities, equipment, supplies, raw materials and all other physical assets. Specifically:

- Use all company assets with care. Ensure that the company gets good value from them.
- Do not use these assets for personal use or remove them from company facilities without your manager's approval.
- Do not dispose of major assets, such as equipment, or raw materials without authorization.

**Company funds** may include cash, cash equivalents, company credit cards, invoices and other documentation that represent funds transactions. Specifically:

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

Also, properly use any of our business partners' property or funds that they share with the company or that are used in company business.

For more information, see the *Spectris plc Group Accounting and Policies Manual* and your company's policies.

## Financial Compliance

***Ensure that the company is fully compliant with all applicable regulations relating to tax declarations of any kind, import and export duties, money laundering, foreign exchange controls and similar matters.***

Seek immediate guidance with respect to any suggestions that taxes or duties properly payable could be avoided by under-declaration of values or payments in foreign currencies or jurisdictions. These may be indicative of illegal behavior.

## Situation

A customer regularly helps our company understand the competition's offerings. She offered you some materials provided by a competitor, such as its marketing materials, an article or publication written by the competitor, a customer list and a document marked "Proprietary Information - Do Not Disclose."

## Resolution

Customers can be very helpful in our understanding of the competitive environment. We want to ensure that we accept their assistance graciously and with respect for what we cannot accept. In this instance, we can accept marketing materials if these materials are freely shared in the marketplace. We can accept the article provided that it is the original copy; otherwise, we need to respect the copyright and obtain the article on our own, which may mean paying for it. The customer list - even though not labeled - will be confidential; think about how we treat our customer lists. So, we in all probability cannot accept it. The final document that is labeled as confidential we also cannot accept, just as we expect parties that receive such information of ours will not share it without our permission.

## Business Information

***Protect these vital company assets: properly use and safeguard business information belonging to or shared with the company.***

The business information that we work with is vital to our success. It provides the important knowledge to help us serve our customers and effectively compete. At times, others entrust us with their information. We must use all of this information wisely and carefully to get the best value from it.

### **Intellectual property**

Company intellectual property consists of innovations, and other unique works or materials that the company can protect through patents, trademarks, service marks or copyrights. Equally important is sensitive company information that provides us with a competitive advantage – called trade secrets – which we must safeguard from any disclosure to others that is not specifically authorized.

- If you develop innovations, knowledge or other information that can be protected as company intellectual property, inform your manager so that the company can determine whether and how to protect it.
- Safeguard all company intellectual property by affixing protective labels to this material and ensuring that others do not improperly use it.
- Use others' intellectual property according to proper use requirements. For instance, only distribute copyrighted materials as the copyright permits.

### **Confidential and proprietary information**

Any information that we do not make public can be considered company confidential and proprietary information. Our customers, suppliers and others also may share their confidential and proprietary information with us.

- Use our and others' confidential and proprietary information only for business purposes, protect it from improper disclosure or misuse, and only dispose of it according to company procedures.
- Disclose this information only to individuals with a business need and, if it is especially sensitive information, with authorization.
- Disclose others' information only with their permission.



**Others' information**

We also have a duty to properly use information that belongs to others, including customers, other business partners and information owners, including competitors.

- Maintain the confidentiality of information that a customer or business partner shares with the company. Do not disclose it to other third parties without the owner's permission.
- Use others' intellectual property, such as copyrighted articles, trademark names and other information that requires us to obtain a license, according to proper use guidelines and restrictions.
- Ensure that products and business practices do not violate the patent, confidentiality, trademark or other rights of competitors or other third parties.

See also **Gathering Competitive Information** on page 14.

**Insider information and trading**

Certain important, confidential information that, if known, could influence an investor's decision to buy or sell shares, is called "insider information". This information can involve important events or activities, for example: corporate earnings, potential acquisitions, pending major product launches, entry into new markets or restructurings. Insider information includes the important, confidential information of both our company and business partners with whom we work.

- Carefully safeguard insider information from disclosure; only provide it to others who are authorized to receive it.
- Never use this information as the basis for trading in the company's shares (If you have access to a company's insider information, seek the consent of the Spectris plc company secretary before trading.)
- Never provide insider information to others who may use it as the basis for trading.

**Personal information**

The company collects information from employees for benefits and other services. If you work with employee personal information, ensure that you only use it for business purposes and only provide it to others who are authorized to have it. Certain regions and countries, such as the European Union, restrict how this information can be retained, used and transferred across borders.

**Accurate reporting & representations**

Customers, regulators and other stakeholders count on the company to provide accurate information about our operations and products. Our commitment to honesty and integrity demands that we do nothing less. In all situations accurately:

- Report financial information consistent with Spectris plc guidelines. (See the **Spectris plc Group Accounting & Policies Manual** for more information)
- Report expenses and claims consistent with your company's policies.
- Represent characteristics and performance of the company's products and services.

**Situation**

In serving one of the company's customers, you learn about the customer's research into a new product area. This research sounds like a very lucrative business, and you consider whether you can advise your best friend on how to take advantage of it.

**Resolution**

When working with customers, we have a duty to safeguard their confidential and proprietary information, especially when our agreement with them stipulates this duty. We should never take advantage of the trust they place in us in accessing their information. In this instance, the research also may be considered intellectual property, so we have an added duty to act responsibly by not improperly using what we learn. This is what we would expect of suppliers in serving us, as well.

## Information Technology Systems

***Maintain the integrity of our information technology resources: use them with care and according to company procedure, and protect them from improper use and harm.***

Information technology systems, software and data are important tools for managing the business. Their physical integrity and security are critical to our operations and help us to most effectively serve our customers. Information technology includes all networks, computers, software, telephones, personal digital devices, data and system and Internet access.

You are expected to:

- Safeguard all information technology systems from improper access or use, including desktop and laptop computers.
- Use safeguards to access company information technology systems, such as passwords and proper logins.
- Prevent others from accessing our information technology systems without authorization.
- Not introduce unapproved, unlicensed or potentially malicious software onto the systems.
- Use these systems only for approved business purposes. Minor personal use may be permitted if this does not involve an outside business activity and does not violate any of the above standards.



## Conflicts of Interest

***Avoid any personal interests or activities that may conflict with the company's interests or your company duties.***

At times, a personal interest may differ with our responsibility to the company. As part of our job, we have responsibility to ensure that personal activities do not conflict with our work duties or loyalty to the company. Many times, these conflicts can be resolved with minor adjustments. All employees have a duty to review any potential conflicts of interest with their manager to ensure that any actual conflicts are addressed.

### **Outside activities**

Do not engage in any personal business activities with the company's customers, suppliers and competitors, including any employment, board service, consulting or other advisory work. Ensure that any non-business personal activities or other interests, such as work for non-profit or community organizations, also do not conflict with your work.

### **Financial interests**

Do not hold any personal financial interests in a competitor, customer or supplier. Also, inform your manager if your partner or other family member living with you holds such an investment. This restriction does not include ownership through an investment fund where you do not control purchase or sale of individual securities or minor investments in a publicly-listed company. If you are unsure of whether an investment is minor, consult with a member of the legal team.

### **Corporate opportunities**

Inform your manager of any innovations, ideas or other potential intellectual property that you or others develop in company work so the company can seek to protect and benefit from them.

### **Working with family members**

Disclose to a senior executive situations where you may conduct company business directly with a family member or close friend who works for a potential or current customer or supplier. Also, disclose situations where you may report to or supervise a family member or close friend within the company.

## Situation

Your sister runs an industrial product supply business. You notice that her inventory includes certain machine parts that your company uses. Since you know the correct people at your company, she offers you the opportunity to broker the deal with your company for a commission.

## Resolution

In this instance, your duty to the company could cause a problem if you are serving as agent for your sister's supply company. We are committed to maintaining "arms length" transactions, meaning we do not want to give even the appearance that our interests for the company are divided. This particular situation likely is a conflict; if unsure of the facts of the situation, discuss the matter with your manager.

**Relationships**

Personal relationships with other employees where there is a supervisory/subordinate reporting structure, or where the individuals are both members of the management team, must be disclosed.

**Political contributions or activities**

Do not use company funds, facilities or other assets to make contributions or donations for political purposes, including to political candidates, parties and causes. Also, do not use your work time to engage in activities that support these political efforts. Ensure that your personal activities and contributions to political interests do not suggest the company's involvement.

For all potential conflicts of interests, raise question or concerns with your manager. Together, you will determine whether to consult with other management or legal counsel.

## Authority and Internal Controls

***Follow all company authority limits and internal controls to ensure that the company effectively manages risks.***

As a group of companies that thrives on local autonomy and entrepreneurial spirit, we operate with a lean organizational structure. This helps us to work efficiently and effectively. It also requires that we pay close attention to how we manage our activities. To ensure proper accountability throughout the Group, each of us must understand the limits of our authority and the importance of adhering to control requirements.

*For more information, see **Spectris plc Group Accounting and Policies Manual** and **Delegated Authorities Policy**.*



## Code of Business Ethics Acknowledgment

I acknowledge that I have received the Code of Business Ethics (the “Code”) and associated training and am responsible for familiarizing myself with the standards it establishes. I am aware of my duty to seek guidance when unsure of the proper course of action.

I understand the company’s expectations that I (i) act with honesty and integrity when conducting company business and (ii) follow fully and abide by the standards set out in the Code.

I understand that if I breach the standards in the Code, I can be subject to disciplinary action, up to and including termination of employment. In addition, I understand that certain breaches could result in civil or criminal prosecution.

I understand that I have an on-going obligation to notify the company if I become aware of any breaches of this Code or personal conflicts of interest at any time in the future.

---

Signature

Date

---

Print Name