

CODE OF CONDUCT  
2021



## WHY THIS MATTERS

Dear Colleague,

Element is founded on two things - its people and the trust we collectively build in order to deliver for one another, for customers and for the communities that we serve.

Our values - integrity, care and progress - drive how we think, act and behave - every decision we make, every question we ask, every interaction we have.

As Element continues its exciting growth journey, we have implemented a wide range of policies and procedures that underpin how we operate. These policies are guides to what is expected of colleagues, how Element governs its operations and how Element protects you.

All of these policies and procedures have now been brought together in one overarching Code of Conduct. This provides a clear and straightforward framework for every Element colleague to follow, regardless of role, geography or culture. The Code of Conduct outlines what we must all do to ensure we comply with local laws and regulations. It also reflects the requirements of the compliance code of the TIC Council, an internationally recognized association which represents independent testing, inspection and certification companies, and of which Element is a full member. These requirements cover integrity; conflicts of interest; confidentiality and data protection; anti-bribery; competition and fair business conduct; health and safety; and fair labor.

The Code of Conduct reminds all of us of the importance of our integrity value, which has always been at the root of everything we do. Always doing the right thing, keeping our promises to one another and consistently delivering for our customers creates the trust that our success is built on. Trust is an essential component to building the business we want Element to be one that is making a positive impact on the world, and we all have an important role to play.

We can all be faced with difficult situations at work, where making the right choice might not be as straightforward as it first seems. Making the wrong choice can have serious consequences for Element, for our customers and often for individuals too.

At the same time Element is an organization that values openness, transparency and honesty. I am fully committed to building a company where anyone can speak up if they are aware of a situation that they are uncomfortable with, safe in the knowledge that whatever concern they raise will be heard, the matter taken seriously and appropriate action taken.

We have all worked extremely hard since Element was formed to build a strong brand and enviable reputation. Our reputation is key to winning new customers, acquiring the right businesses and attracting the best talent. Reputations take years to establish but they can be readily damaged through a single inappropriate act.

Doing what is right is the strongest defense against our reputation being damaged. Please use this Code of Conduct - and the list of personal commitments on the facing page - to ensure that together we work to make tomorrow safer than today.

Best Regards

**Jo Wetz**

CEO

## MY COMMITMENTS I MAKE CERTAIN THAT...

### I'M WORKING SAFELY

We all have responsibility for our own safety and for ensuring the safety of those around us.

### I'M FOLLOWING THE CORRECT PROCEDURE

We all have a responsibility to follow Element policies, procedures and processes.

### I'M UNDERTAKING WORK FOR WHICH I'M FULLY TRAINED

We all have a responsibility to speak up if asked to perform work that we are not trained to do.

### I WILL SPEAK OUT IF I HAVE CONCERNS ABOUT CONDUCT OR ETHICS

It is always better to raise concerns about conduct or ethics, rather than keep quiet.

### THE RESULTS OF MY WORK ARE CLEAR, ACCURATE AND HONEST.

We must ensure that any data, records or statements that we are responsible for generating are clear, accurate and honest, and can be shared with clients with confidence.

**If you need to speak up, Element and its leaders commit to ensuring that you will be heard and your concerns considered fully.**

# CONTENTS

■ Safety, health and environment	6
■ Quality	12
■ People	18
■ Conflicts of interest	26
■ Confidentiality and protecting sensitive information	30
■ Privacy and data protection	34
■ Accounting, books and records	38
■ Anti bribery, corruption & fraud	40
■ Fair business conduct and antitrust	44
■ Trade compliance	48

## HOW TO USE THIS CODE OF CONDUCT

This Code of Conduct offers practical guidance across a wide range of situations - in each section, we clearly set out our approach, what it means in practice, and a list of the key behaviors expected of all Element colleagues. This is supported by simple examples. In every case, more detail, usually in the form of a company policy, is available for colleagues who need to know more; at the end of each section, you can find links to those policies, procedures and guidelines.

Colleagues should use the Code of Conduct to guide them in any situation where they are unsure. In the first instance any colleague should speak to their line manager about difficult situations where doing the right thing may not be clear. This Code can be used as reference material for you to consult and in discussion with your line manager. Appropriate disciplinary action, which may include dismissal, will be taken against any colleague who breaches this Code of Conduct.

Nothing in this Code of Conduct creates a contract of employment or forms part of any contract of employment between you and Element. The policies in this Code of Conduct may be deleted or amended by Element without notice at any time, and nothing in this Code of Conduct is intended to infringe your privacy rights under applicable local laws.

# WE VALUE OPENNESS & HONESTY

Having trust across Element is all about living our values of Integrity, Care and Progress, and following the policies and procedures that set out how we work.

When we have trust, an open and honest culture will follow, where our colleagues are confident to speak up when they have concerns or, conversely, to recognize a colleague demonstrating good work practices. We are committed to ensuring that if people need to speak up, then their concerns will be listened to and that appropriate action will be taken.

For all Element leaders and managers, having an open door and time to listen is an essential part of their role. This doesn't just apply to formal meetings and performance reviews but at any time.

If you do not feel able to speak to your immediate line manager, you should discuss the matter with your local HR manager in the first instance. Beyond this, you could also approach another operational or functional leader. If ultimately you are not able to raise the issue with an Element colleague, then you should use the company's independent whistleblowing service, Safecall.

The Safecall service is confidential and when reporting a concern, you may remain anonymous if you wish. Safecall can be contacted in the following ways - You can report a potential wrongdoing or your concerns online at [www.safecall.co.uk/reports](http://www.safecall.co.uk/reports) or you can email Safecall at [element@safecall.co.uk](mailto:element@safecall.co.uk).



Alternatively, you can contact Safecall by telephone:

Argentina	0800 6662016	Japan	0120 921067
Australia	1800 312928	Latvia	00 800 7233 2255
Bahrain	8000 4264	Lithuania	00 800 7233 2255
Belgium	00 800 72332255	Malaysia	1800 220 054
Brazil	0800 892 1750	Mexico	01800 1231758
Canada	1877 59 98073	Netherlands	00 800 72332255
China (Unicom/Netcom)	10800 744 0605	Oman	800 72323
China (Telecom)	China (Telecom)	Portugal	00 800 72332255
Cyprus	00 800 7233 2255	Qatar	8000 250
Czech Republic	00 800 72332255	Saudi Arabia	800 8442067
Denmark	00 800 72332255	Singapore	00 4481773
Estonia	8000 044514	Spain	00 800 72332255
Finland (Telia)	990 800 72332255	South Africa	0800 990 243
Finland (Elisa)	999 800 72332255	South Korea (KT)	001 800 7233 2255
France	800 72332255	South Korea (LG U+)	002 800 7233 2255
Germany	00 800 72332255	Sweden	0850 252 122
Greece	00800 44141966	Thailand	001 800 72332255
Hong Kong	3077 5524	Turkey	00800 4488 20729
India	0008004401256	UAE	8000 4413376
Ireland	1800 812740	UK	0800 9151571
Italy	00 800 72332255	USA	1 866 901 3295

Safecall is a totally independent organization and the service is completely confidential.



## SAFETY, HEALTH AND ENVIRONMENT

## OUR APPROACH

Safety is part of Element's DNA and it is our Safety, Health and Environment (SHE) goal to create an injury-free working environment for all colleagues and visitors to our locations.

## WHAT THIS MEANS FOR YOU

Through effective teamwork and proactive leadership, we believe that an injury-free work place is achievable. Our leaders and managers are committed to, and responsible for, providing a safe working environment for anyone who works for us or visits our facilities. In addition you are responsible for your own safety and ensuring your colleagues' safety. In doing so, we help to ensure that we comply with all applicable SHE regulations and legal requirements.

We manage SHE risks across all our locations to prevent injuries, incidents and work-related illnesses. We achieve this through implementing and maintaining the best SHE procedures, processes and working practices; providing clear instructions, information, supervision and training so that all colleagues are able to complete their work safely. We look after our locations, equipment and systems so that they are safe and minimize risk.

We have communicated our SHE policy to all colleagues and through regular safety briefings and reviews, colleagues are fully involved in delivering safety at their place of work. There are designated Safety Leaders at all Element locations, who can help provide support and advice.

We also ensure that all visitors and new starters to the Group are aware of and comply with our SHE procedures and practices.



## WHAT SHOULD I DO?

- Take responsibility each day for your own safety and that of those around you - all Element colleagues are responsible for creating an injury-free working environment.
- Take time for safety and think through the task at hand: are the appropriate measures in place to ensure a safe work day?
- Be actively involved in any safety meetings and briefings that take place at your location.
- Recognize and comment on great safety behavior when you see it.
- If you notice any unsafe practices or if you are asked to do something that you believe is unsafe, speak up straightaway – talk to your line manager and/or your local safety leader.
- Do not proceed with any work that you deem unsafe and that may endanger you, your colleagues and/or visitors – talk to your line manager and/or your local safety leader.
- Ensure that any visitors you are responsible for have a safety briefing and are kept safe whilst they visit Element.

## EXAMPLES

**Q: I know that our team works with an unsafe piece of equipment, but because of the focus on delivering for customers I don't think we can afford the downtime for it to be replaced. What should I do?**

A. We never compromise on safety. Report the unsafe piece of equipment to your line manager and your site's Safety Leader, so that the right action can be taken straightaway.

**Q: I see several near misses every week, but they don't seem important enough to raise with my line manager or our Safety Leader. What should I do?**

A: A near miss could easily become a safety incident and/or injury if it is not addressed – well done for noticing them. We record all near misses, so report them to your line manager and your site's Safety Leader, so that it can be recorded and that the right action can be taken straightaway to prevent any future occurrence.



# *Making tomorrow safer than today*

We help our customers make certain that their products, materials, processes and services are safe, compliant and fit for purpose.

#MakingTomorrowSaferThanToday



QUALITY

## OUR APPROACH

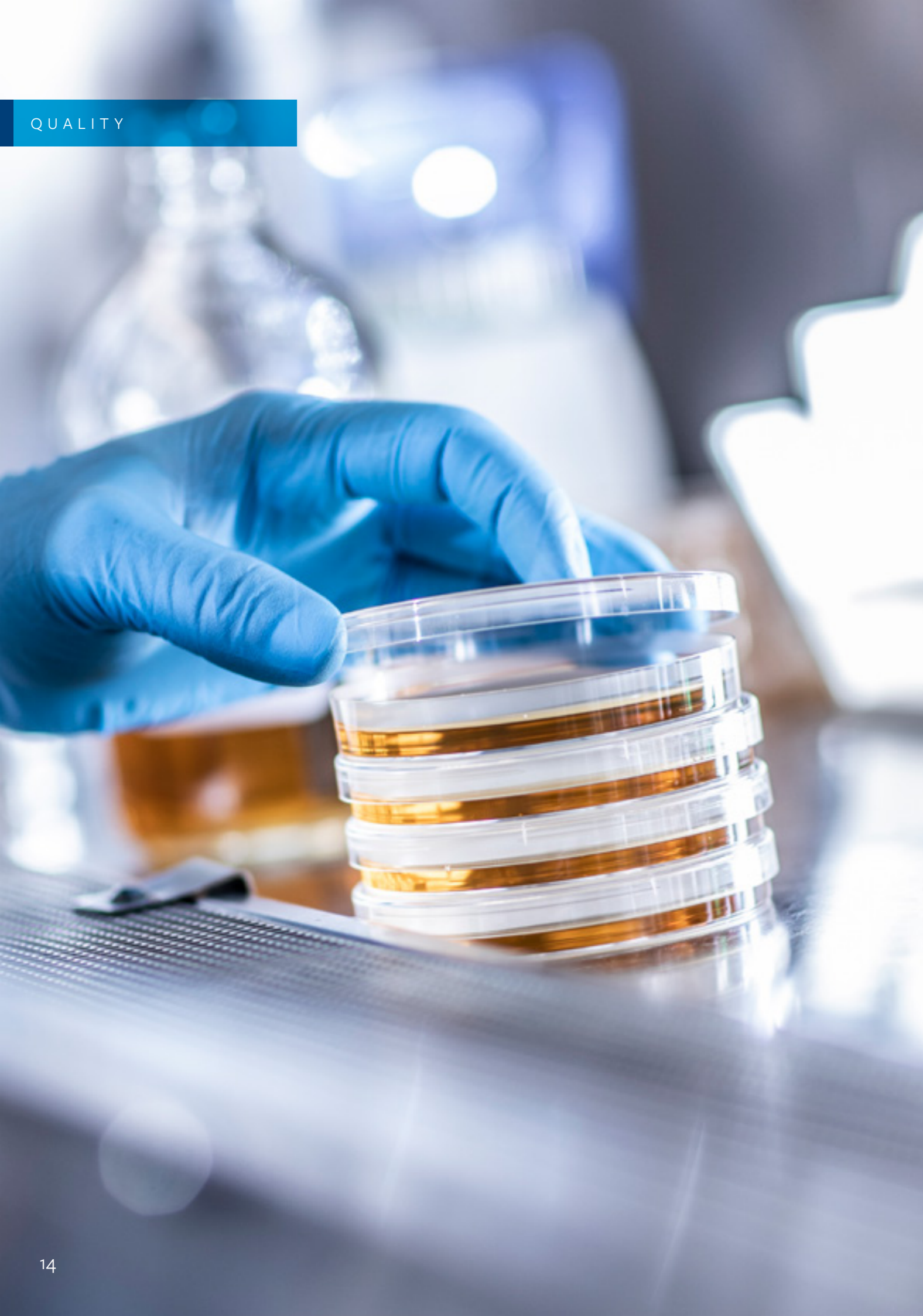
We combine quality, technical and commercial excellence into all aspects of our operations in order to ensure that our customers consistently receive exceptionally high levels of service. Our work for clients is centered on testing, inspecting and certifying the quality and integrity of their materials, products and processes. Element's emphasis on quality is a critical part of our DNA and a reflection of our brand. Our reputation is founded on the strength of the Element brand and the high quality results that we routinely deliver.

## WHAT THIS MEANS FOR YOU

Our accreditations and customer approvals are our license to operate. They help us to give clients confidence in the services we deliver and are a measure of the trust our clients place in us and the end product we deliver to our customers. Working in line with our accreditations and customer approvals means we can continue to deliver our services to customers and meet their expectations for our work, so that their materials and products can then be used to create the safe, compliant and high-quality end products that we all ultimately rely on.

When we go about our daily activities, diligently following our quality program and procedures also helps to ensure that all of us take the right decisions to consistently deliver on our commitments to customers and that we are able to recognize any situation where quality might be being compromised. Local quality managers provide support and guidance to operational teams to ensure that quality concerns can be rapidly addressed and resolved.

Our quality procedures are also important when we connect with and provide advice to customers, regardless of the way that we communicate with them. Our Email Use and Interaction with Customers policy sets minimum Group standards when we are providing advice to customers by email or other electronic communications.



## WHAT SHOULD I DO?

- Ensure that quality is part of your daily routine for all your activities.
- Focus on delivering for customers each and every day.
- If you think that quality is being compromised, you should report it to your line manager or local quality manager in the first instance, who will be able to support you. If you think that an Element test report, certificate or mark is being misused, or has been amended or altered in any way, you should report it straightaway to your line manager or local quality manager.
- When giving advice to customers and/or discussing quality, ensure you treat email and electronic communication in the same way as more formal correspondence or documentation.
- Always use the Element brand and logo appropriately and accurately, and seek advice from Group Communications if you are unsure.

## EXAMPLES

**Q: I have seen corners being cut in my laboratory and poor quality work being produced for customers. What should I do?**

A: We should never take shortcuts in the work that we deliver for our customers. You should report this immediately. In the first instance, report it to your line manager, Quality team or local HR manager. If you do not feel able to do so, you can report it to your regional Quality Director. Ultimately, you always have the option of reporting it through Safecall, Element's confidential whistleblowing service [\[see p5\]](#)

**Q: For some tests I think that the data we are capturing is wrong and I am worried that this might be influencing the outcome of the tests. What should I do?**

A: Capturing data accurately and reflecting the true outcome of a test, irrespective of whether it is a pass or a fail, is what customers trust Element to do, day in and day out. You should report this immediately. In the first instance, report it to your line manager, Quality team or local HR manager. If you do not feel able to do so, you can report it to your regional Quality Director. You always have the option of reporting it through Safecall, Element's confidential whistleblowing service [\[see p5\]](#)

**Q: I'm managing a client's testing program. In a brief email she asked me for some urgent advice regarding the implications of the test results her products are getting. What should I do?**

A: You should treat this email as a formal request for advice and reply to her via a formal letter to ensure that Element is suitably protected. You should ensure that any advice you give is reviewed and checked by your line manager beforehand.





CARE

We care about the impact we have.



PEOPLE

## OUR APPROACH

We are committed to creating a positive and inclusive working environment, where the uniqueness and contribution of every individual is valued; all colleagues are treated with dignity and respect; colleagues can collaborate to deliver for our customers in a mutually supportive way; and everyone has equal opportunities to realize their career goals and aspirations.

## WHAT THIS MEANS FOR YOU

### EQUAL OPPORTUNITIES

All colleagues have a personal responsibility to treat everyone with dignity and respect; to conduct themselves in line with the Group's equal opportunities and harassment and bullying policies; and by consistently demonstrating those behaviors which support diversity, equity and inclusion.

We are committed to conducting our business in a socially responsible manner which complies with all applicable laws regarding human rights, anti-discrimination and fair employment practices. Our equal opportunities and bullying and harassment policies apply to all terms and conditions of employment, including, but not limited to, recruitment, training, promotion, discipline, compensation, benefits and termination of employment.

### BULLYING & HARASSMENT

If you feel that the conduct or actions of any colleague may constitute harassment (including sexual harassment), victimization or bullying, or undermines our commitment to diversity, equity and inclusion and treating everyone with dignity and respect, you must immediately report the matter to your line manager, a more senior leader or the HR Department. If the circumstances mean that it is not possible to raise your concerns in this way, you should contact Safecall [see p5]. This is every colleague's obligation, and Element will not tolerate any harassment or victimization of any colleague who has raised genuine concerns, in accordance with Element's Whistleblowing Policy and Procedure.

### MODERN SLAVERY

We recognize that modern slavery is an issue that could affect our business and equally importantly our supply chains. Element's modern slavery policy confirms our zero tolerance approach, and sets out a number of principles which guide our behavior.

## DIVERSITY, EQUITY & INCLUSION

We believe that a diverse and inclusive culture underpins our ability to achieve our potential as a business as we work to become the world's most trusted testing partner. We have an uncompromising commitment to equal opportunities. We will not discriminate, and strictly prohibit discrimination by colleagues, against anyone with regard to any characteristic which is protected by the applicable local laws of the countries where we operate. This means that you will always be treated in a fair and unbiased way and that your opportunities to progress will be based on merit alone.

Our culture is founded upon dignity and respect for every colleague, and harassment or bullying in any form for any reason will not be tolerated by the company. Appropriate disciplinary action, which may include dismissal, will be taken against any colleague, of whatever seniority, who contravenes this policy.

## SUPPLIER CODE OF CONDUCT

We expect our supply chain partners to follow the same approach as we do in our Code of Conduct. Our Supplier Code of Conduct sets out the details of the behaviors and principles that we expect our suppliers to follow, including in respect of ethics and integrity; compliance with laws; anti-bribery and corruption; hospitality and gifts; fraud prevention; fair competition; health, safety and environmental matters; and human rights and slavery.

## WHAT SHOULD I DO?

- Respect the uniqueness of all your colleagues, and the powerful contribution that all Element colleagues can bring to the success of the organization.
- Make sure that any new starters at your location are properly welcomed to Element and that they have great inductions.
- Read, understand and comply with our policies on equal opportunities and harassment and bullying.
- Take personal responsibility for the practical application of the Company's equal opportunities and harassment and bullying policies and consistently demonstrate those behaviors which support diversity, equity and inclusion.
- Report immediately any behaviors you witness that undermine our commitment to diversity, inclusion and equal opportunity or that may constitute harassment or bullying to your line manager, more senior leader or the HR Department.
- If that is not possible, you should contact Safecall, our independent and confidential whistleblowing service, straightaway. [\[See p5\]](#)

## EXAMPLES

**Q: I think that a group of colleagues at my laboratory are being discriminated against, but I'm not sure that there is anything I can really do about it.**

A: It is always important to report concerns if you believe they are real and legitimate. You should report your concerns to local line manager or HR leadership; if the circumstances mean that is not possible, you should contact Safecall, Element's independent and confidential whistleblowing service. [\[See p5\]](#)

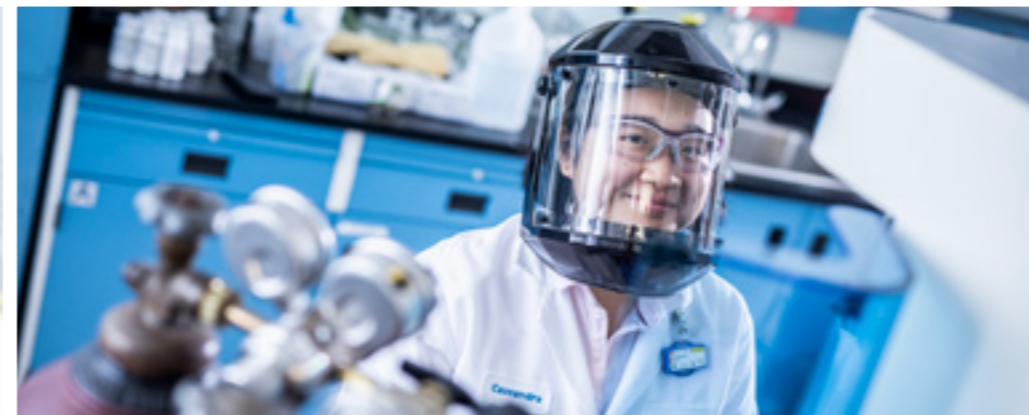
**Q: I work in procurement and have sourced a new supplier in an important spend category. Their prices are much lower than our existing vendor, but I am worried that their supply chain costs are artificially low because of where/how the products are made. What should I do?**

A: You need to undertake a full due diligence exercise with this supplier in the first instance to understand whether there might be illegal and/or inappropriate employment practices within their supply chain that allow them to offer such low prices.





AT THE HEART OF  element ARE OUR PEOPLE





## CONFLICTS OF INTEREST

## OUR APPROACH

A conflict of interest arises when the personal interests of an Element colleague may or could be different to Element's interests. An actual or potential conflict of interest may jeopardize your reputation and or Element's reputation.

You must avoid actual, potential or perceived conflicts of interest where possible and declare any such interest.

## WHAT THIS MEANS FOR YOU

You should always act in the best interests of Element and you must not let any decisions you make at Element be influenced by personal relationships or outside interests. Colleagues are prohibited from using their position within Element or Element's relationships with clients, suppliers or others for personal gain. Examples of situations where there could be a conflict of interest include:

- Offering a job to a family member or close personal friend or having them in your reporting line.
- Having a direct business relationship with a subcontractor, supplier or client of Element with whom you also have a close personal relationship.
- Having a close personal relationship with a person who works for an Element competitor in the same sector in which you are involved.
- Accepting appointments while being or remaining a colleague of Element outside of Element, without first having informed and gained approval from your line manager and regional or functional Human Resources leader.
- Joining a trade association or similar organization without first having informed and gained approval from your line manager.
- Having financial or personal interests in companies or businesses which compete with Element.



## WHAT SHOULD I DO?

- Be sensitive to potential conflicts of interest, including the appearance of conflicts of interest in connection with our work.
- Ensure conflicts of interests are always disclosed to your line manager and your regional or functional Human Resources leader, to be managed and recorded.
- Inform your manager immediately of any situation in which your personal interests or the interests of a close relation may be in conflict with the interests of Element.
- Withdraw from any decision-making that creates an actual, potential or perceived conflict of interest.
- In particular, you must disclose any family or intimate personal relationship with any supplier, customer, or colleague within your reporting line. Regardless of reporting lines, if there is a risk of a conflict of interest or perceived conflict of interest arising as a result of a personal relationship between yourself and another colleague, you should consider disclosing this.

## EXAMPLES

**Q: My wife works for a company which supplies laboratory equipment. I have been asked to procure the purchase of equipment and her company is the leading supplier in my country.**

**What should I do?**

A: This could be a conflict of interest. You should disclose this interest to your line manager and the relevant regional or functional Human Resources leader who will record your conflict of interest. Although Element may purchase equipment from this supplier you should not be involved in the decision making or be provided with confidential information in relation to the terms offered by this or other suppliers.

**Q: A friend of mine has encouraged me to invest in a company whose products are sometimes tested by Element in their laboratories. If I do, might I have a conflict of interest even if my involvement is only financial?**

A: This could well be a conflict of interest, depending on the extent of any financial investment you make and how much the company spends on testing with Element. Before investing, you should discuss this with your line manager and relevant regional or functional HR leader to check if you should go ahead.





## CONFIDENTIALITY AND PROTECTING SENSITIVE INFORMATION

## OUR APPROACH

We ensure that we properly protect all confidential information concerning Element, including information that we use internally, but which should not be shared outside the company.

We are also committed to protecting other parties' confidential information, trade secrets, intellectual property and technologies in our possession. This includes information belonging to customers, suppliers, joint venture partners and others, unless required by law to release confidential information. We do not solicit, acquire or use confidential or other information belonging to others including competitors, customers, suppliers and joint venture partners without their permission.

## WHAT THIS MEANS FOR YOU

You must:

- Keep all information belonging to Element properly secure, whether it is in electronic or paper form.
- Keep all documents provided to Element in confidence protected and secure. Do not leave confidential documents on desks or in unlocked drawers.
- Not disclose commercially sensitive information about a customer, supplier, joint venture or other partner company, either internally or externally without having permission to do so. Commercially sensitive information can include customer lists, pricing details, contract details and other customer related information which could be advantageous to a third party.
- Not discuss confidential information where it may be overheard or leave confidential information visible where it may be seen by others.
- Not disclose confidential information or share inappropriate information about Element colleagues, customers, suppliers or other stakeholders on social media.
- Take particular care when working away from Element's facilities and when traveling.



## WHAT SHOULD I DO?

- Carefully look after all company information that you hold as part of your role and meet all confidentiality requirements; this includes the devices on which company information is stored, such as laptops, tablets, mobile phones and storage drives.
- Contact your line manager or the Group Legal team with any doubts regarding use or disclosure of information.
- Use common sense when using social media and assume that everything you place online can be seen by people other than your contacts and connections.
- Report confidential information received in error and return it to its rightful owner (e.g. where you receive emails sent to you by mistake).
- When working or traveling away from an Element location, do not leave company devices unattended or undertake work involving confidential information if others are able to see it.

## EXAMPLES

**Q: A budget presentation with remuneration details of a number of colleagues was left on a printer in the office where I work. What should I do?**

A: The presentation contains confidential information. Please give the copy to your regional or functional Human Resources leader. Do not discuss the contents of the presentation with anyone else.

**Q: A customer accidentally emailed me information sent to them by a competitor. The contact at the competitor had a similar email address to me. What should I do?**

A: Delete the email immediately and remove it from your deleted items. Contact the customer and notify them that you received the email in error and that it has been deleted.







## INTEGRITY

We do what is right.



## PRIVACY AND DATA PROTECTION

## OUR APPROACH

We will always treat the personal data that we hold about individuals in accordance with data privacy laws; we have created company policies to ensure compliance with those laws and our associated procedures and processes protect relevant data in whatever form it is held.

Data privacy laws safeguard personal data held about individuals. Personal data is any information that, on its own or combined with other pieces of data, can be used to identify an individual, such as their name or contact details.

## WHAT THIS MEANS FOR YOU

At Element, we collect and process personal data in line with Element's policies and procedures in order to meet our necessary business needs. We:

- process personal data lawfully, fairly and in a transparent manner;
- only collect personal data for specified and legitimate purposes and where required by us;
- comply with relevant privacy laws including in relation to our marketing activities; and
- keep personal data secure using appropriate organizational and technical measures.

## WHAT SHOULD I DO?

- Assess privacy risks before collecting, using, retaining or disclosing personal information (e.g. at the start of a new IT project or marketing initiative).
- Only collect, file and transfer personal information to the extent necessary for our legitimate business interests.
- Promptly report any loss of personal information (e.g. a laptop or memory stick containing personal confidential information) using the ServiceNow system or calling your local IT team in accordance with the Element Data Breach Policy.
- Password protect and think carefully before sending any personal, sensitive data, including information such as salary details.
- Ensure that personal data in your possession is kept up to date and disposed of when no longer required.
- If you are unsure, you should contact the Group Privacy Manager [privacy@element.com](mailto:privacy@element.com)



## EXAMPLES

**Q: I want to transfer confidential HR data from our shared drive onto a memory stick to allow me to work more easily from home. Is this OK?**

**A:** No. In accordance with our Data Protection Policy and Procedures, personal data must be kept secure at all times. Personal, sensitive data, including information such as salary details, should only be transferred to an encrypted memory stick where there is no other alternative.

**Q: I met a customer and he provided me with lots of interesting information in relation to his family. Is it fine to add this detail to the Element CRM system?**

**A:** No. Please read the Element Guide to Data Protection and Marketing carefully before adding information in relation to individuals. Information in relation to individuals' personal lives should not normally be added.





## ACCOUNTING, BOOKS AND RECORDS

## OUR APPROACH

All financial transactions must be clearly and accurately recorded. Each Group company must maintain a system of internal accounting controls that will ensure that its books and records are free from material misstatement whether due to fraud or error.

## WHAT THIS MEANS FOR YOU

We have in place policies and procedures to ensure that transactions are properly accounted for in the books and records of the relevant company and that the reports and financial statements of each company are accurately prepared. Our policies and control procedures include those designed to prevent and detect fraudulent transactions.

Element colleagues must disclose any potential business relationship, where there is also a personal or other close relationship. Approval should be sought from the Group Finance Director and the arm's length nature of the relationship must be demonstrated before a transaction is entered into.

## WHAT SHOULD I DO?

- Follow our accounting policies and procedures at all times. If you have any questions about records, accounting or reporting, consult with the VP Finance for your region or the Group Finance Director.
- If you have reasonable suspicions of any fraudulent transaction or potential financial control failure, this should be reported immediately to the VP Finance for your region or the Group Finance Director.

## EXAMPLES

**Q: A supplier in the United Kingdom has asked for payment to be made to an account in an offshore jurisdiction that has a different name than the customer company. What should I do?**

**A:** This may be an attempt to avoid tax or commit fraud by the supplier or your contact. Please refer the matter to the VP Finance for your region or the Group Finance Director to allow an investigation to be carried out.



## ANTI BRIBERY, CORRUPTION AND FRAUD

## OUR APPROACH

We conduct our business with honesty and integrity. We have a zero tolerance approach to bribery and corruption in all of our business dealings and relationships. We comply with laws relating to corruption in the countries where we operate and expect the same from our employees and in our relationships with all those with whom we do business.

We take all notified incidents of alleged fraud, theft and irregularities seriously, regardless of the reported amounts involved. Fraud may also include the manipulation of performance or external reports; misuse of intellectual property rights and malicious damage or corruption; and misuse of computer programs. We will investigate all incidents to the extent necessary and ensure that the Group follows clear procedures to ensure any investigation is fair.

## WHAT THIS MEANS FOR YOU

Element and those employed or engaged by it must:

- Never solicit, accept, offer or give bribes including facilitation payments, kickbacks and other improper payments or benefits.
- Not falsify test results or certificates.
- Comply with the highest standards when engaging with national or local governments, government agencies, public bodies, state-owned companies and employees and officials of such bodies and organizations. Other than in an official capacity, we shall not pay money to any public official. This prohibition extends to payments to consultants, agents or other intermediaries when we know or have reason to believe that some part of the payment will be used to bribe or otherwise influence a public official.
- Comply with Element's rules in relation to prohibited and permitted gifts and hospitality.
- Comply with Element's rules in relation to the engagement of third parties and agents.
- Not make any charitable donation on behalf of Element without the written consent of the relevant regional EVP or other Executive team member. Consent will only be given where the donation is not dependent on, nor made in order to win, a business deal or gain any other commercial advantage.
- Not make any political donations on behalf of Element or use any Element assets or resources for political purposes.
- Not commit any kind of financial or non-financial fraud.

## WHAT SHOULD I DO?

- Comply with the rules in the Element Anti-Bribery and Corruption Policy and Procedure including in relation to giving or receiving gifts or hospitality.
- Refuse all requests for payments and benefits to be provided to public officials, which are not legitimate, published government levies or fees.
- Know who you are doing business with. Conduct appropriate due diligence and follow the mandatory requirements set out in the Element Anti-Bribery and Corruption Policy before engaging a third party to act on behalf of or represent Element or a client.
- Review or amend test results for genuine technical reasons and never as a result of commercial pressure or as a result of a bribe. Report any concerns you have about improper test results or certificates immediately.
- If you suspect fraud is being committed, you must report it straightaway.

If you believe any of these principles have been or are being breached, you must immediately report your concerns to your General Manager or relevant functional manager. If you prefer not to raise it with them for any reason, you may report your concern to Safecall, Element's outsourced whistleblowing service provider.

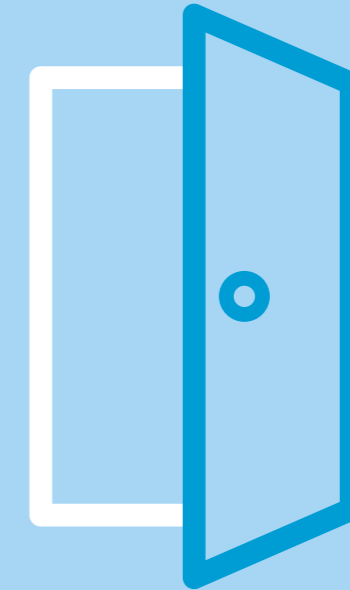
## EXAMPLES

**Q: An Element supplier has offered me two tickets to a Grand Prix in Europe. The value is around \$500. The Element supplier won't be present. Can I accept this offer?**

A: No. Principle 4 (Prohibited and Permitted Gifts and Hospitality) of the Element Anti-Bribery and Corruption Policy and Procedure clearly states that Element colleagues must obtain approval from their line manager before offering or accepting gifts or hospitality. Furthermore, colleagues must never accept hospitality or meals where the business partner is not present. In any event, any gifts or hospitality with US\$250 value or more (or the equivalent amount in local currency) must be approved in writing by the relevant Executive Vice President or another Executive Team Member.

**Q: I would like to appoint a local sales agent to help introduce my business to customers in a new territory. Is it OK to do so?**

A: Under Principle 5 (Use of Third Parties) of the Element Anti-Bribery and Corruption Policy, a risk based due diligence assessment must be carried out before appointing third parties to act on behalf of Element. An Ethics & Compliance Questionnaire and a Third Party Authorization Form must be completed and sent to the Group Legal team in the first instance.



**WE VALUE**  
**OPENNESS**  
**& HONESTY**

**IF YOU'RE CONCERNED**  
**SPEAK UP AND YOU'LL**  
**BE HEARD.**



## FAIR BUSINESS CONDUCT AND ANTITRUST

## OUR APPROACH

Antitrust and competition laws protect fair competition and seek to prevent price fixing, market sharing, bid-rigging and anti-competitive practices.

Our established policy is to comply fully with the competition and antitrust laws in all jurisdictions in which we operate.

## WHAT THIS MEANS FOR YOU

You must:

- Not share or receive competitively sensitive information without a lawful reason.
- Never agree with competitors to fix prices or divide up particular accounts or markets.

## WHAT SHOULD I DO?

Take care dealing with competitors, as any kind of agreement with them can raise competition concerns. You must leave industry meetings or events if commercially sensitive issues arise and promptly notify the Group Legal team.

Report any suspicions or allegations of possible anti-competitive behavior to your line manager or a member of the Group Legal team.

## EXAMPLES

**Q: During an M&A due diligence meeting it became clear that the target company is bidding for the same contract as Element. Can we ask the target not to undercut Element?**

A: No. You must not share pricing information with a competitor or attempt to rig procurement processes. If you become aware of sensitive information in relation to a proposed bid by a competitor please contact the Group Legal team immediately.

**Q: A colleague recently joined Element from a competitor. He disclosed to me that he has copies of contracts entered into by the competitor with a common customer and pricing information. What should I do?**

A: Under no circumstances should improperly obtained confidential information in relation to a competitor be held or used by Element. Please contact Group Legal immediately if you become aware that a new colleague holds confidential information in relation to a former employer.



## PROGRESS

We strive to create a more positive future.





## TRADE COMPLIANCE

## OUR APPROACH

We comply with all applicable national and international trade compliance laws and regulations. Trade compliance includes regulations governing the import, export and domestic trading of services, goods, technology and software as well as international sanctions used by governments restricting dealings with certain countries, entities and persons.

## WHAT THIS MEANS FOR YOU

You must:

- Not directly or indirectly deal in a sanctioned territory or with a sanctioned party unless specifically authorized in accordance with the Element Sanctions and Export Controls Policy and Procedure.
- Obtain guidance and assistance from the VP Trade Compliance when providing services related to the manufacture, sale, and export or import of military or defense related items or other controlled items. Remember that sending a test report, certificate or assessment can involve the export of controlled technology.
- Comply with relevant laws and regulations in your jurisdictions including ITAR (International Traffic in Arms Regulations), Canada's Controlled Goods Program and European Union export control and dual-use regulations.



## WHAT SHOULD I DO?

- Ensure you understand where your customer is located and if the services or project relate directly or indirectly to Prohibited or Restricted Countries.
- Carefully consider and understand whether you are complying with applicable import, export or customs laws before transferring services, goods, technology or software across international borders.
- If you become aware of sanctions or boycotts involving countries or persons with whom you deal, please immediately notify the VP Trade Compliance.

## EXAMPLES

**Q: I wish to travel to provide consulting services to a company in France. The services relate to the building of a new airport terminal located in a Prohibited or Restricted Country. Is it fine to go ahead and perform the services as our customer is in France?**

**A:** No. As the end project is located in a Prohibited or Restricted Country, there is a link to a sanctioned territory. Please contact Trade Compliance for assistance before agreeing to carry out any work.

**Q: I wish to travel to a Restricted Country on business. My laptop computer has emails and other information relation to defense-related work for a US company. What should I do?**

**A:** Please contact the VP Trade Compliance. If you have access to controlled data or information on your laptop computer or other electronic devices you may require to use other devices when traveling overseas.



Making tomorrow  
safer than today



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