

## **Code of Conduct**

This Code of Conduct was approved by the Board of Directors of VPS Holdings Limited (the **Company**) on 26 February 2018 and applies to the Company and each of its parent, holding and subsidiary companies (together, the **VPS Group** or **VPS**). For the avoidance of doubt, the Code of Conduct applies to:

- The VPS Group's subsidiaries in the UK and Ireland, including, but not limited to, VPS (UK) Limited, VPS Site Security Limited, Redfields Landscaping & Design Limited, Lotus Landscapes Limited, Evander Glazing and Locks Limited, VPSitex NI Limited and VPSitex Ireland Limited; and
- The VPS Group's subsidiaries outside of the UK and Ireland, including, but not limited to, VPSitex Holdings Netherlands BV, FMT Beheer BV, VPSitex Deutschland GmbH, VPSitex Italia SRL, VPSitex España SLU, VPSitex Holdings SAS, VPSitex SAS and Protel SAS, save that if the applicable local legislation or any local company policy provides stronger protection in connection with the contents of this Code of Conduct, then the terms of the local legislation and/or policy will take priority over the terms of this Code of Conduct.

### **1. About the Code of Conduct**

The VPS Group is committed to achieving and maintaining the highest standards of integrity, and to acting in a responsible, ethical and lawful way in all that we do. The purpose of this Code of Conduct is to provide a central policy setting out our business principles, both in terms of what we expect from every person working for and with the VPS Group, and in terms of our own responsibilities to our employees, customers and other stakeholders. This Code of Conduct refers to other VPS policies where relevant.

This Code of Conduct does not form part of any employee's contract of employment, and the VPS Group reserves the right to amend it at any time in its sole discretion.

The Group Legal Department has overall responsibility for ensuring this Code of Conduct complies with our legal obligations. Management at all levels are responsible for ensuring those reporting to them understand and comply with this Code of Conduct, and are given adequate and regular training on it, where required.

### **2. Who must comply with this Code of Conduct**

The Code of Conduct applies to all persons working for the VPS Group or on our behalf in any capacity, including employees at all levels, directors, officers, agency workers, seconded workers, volunteers, interns, agents, contractors and sub-contractors, external consultants, third party representatives, or any other person associated with the VPS Group. In this Code of Conduct, all such persons will be referred to as "you".

### **3. The VPS Way**

The strategy of the VPS Group is implemented by 'the VPS Way', which defines how we are working together to deliver the basics, deliver growth and create an effective organisation.

Underpinning 'the VPS Way' are our behaviours and values, defined as the 'VPS DNA':

- Be a team player. Help each other. Collaborate. Don't be political.
- Be trustworthy. Be honest.
- Be demanding – don't walk by.
- Know your subject – use data.
- Take ownership and be accountable.
- Work hard and deliver on your commitments.
- Take care of customers and colleagues.
- Listen to the views of others and express your point of view. Speak up.
- Do the right thing, which is not always the easy thing.

We expect all employees to do their best to live up to our behaviours and values in all of their interactions and work for the VPS Group, including in relation to this Code of Conduct.

### **4. Whistleblowing**

We strongly encourage you to speak up if you feel a working practice is not ethical or safe, in the knowledge that your concerns will be taken seriously and will be investigated as appropriate. We encourage openness, and will support anyone that raises genuine concerns about workplace practices.

Please refer to the Whistleblowing Policy for more information about how to raise concerns about suspected wrongdoing.

### **5. Anti-Bribery and Corruption**

The VPS Group has a zero-tolerance approach to bribery and corruption, and we are committed to acting professionally, fairly and with integrity in all our business dealings, relationships and operations. We expect you to behave in an ethical manner, taking pride in your actions and decisions.

Please refer to the Anti-Bribery and Corruption Policy for more information about the legal and regulatory obligations you are required to comply with in terms of anti-bribery and corruption, as well as our policy on gifts and hospitality.

### **6. Health, and Safety**

The protection of people, property and assets is at the heart of the VPS business, and therefore how we conduct ourselves in terms of health, safety and the environment (**HSE**) is inextricably linked to

our core purpose, values and success. We want our employees, customers and the public to have confidence that we will always behave in an appropriate manner.

The VPS Group is committed to achieving the following HSE goals:

- Zero harm to our employees, customers and members of the public, to ensure their wellbeing.
- Promote our Golden Rules for Health and Safety, fostering a culture where ensuring the health and safety of our employees is a key priority.
- To ensure that the solutions we develop and provide will support customers in meeting their own HSE goals.
- To provide employees with a safe place to work.
- To ensure compliance with our operational procedures designed to keep our stakeholders safe. We will follow a 'stop work' policy if this is in doubt.
- To continuously manage and improve our HSE performance.

For more information about our commitment to HSE, and what we expect from you in relation to HSE, please refer to the Health, Safety and Environment Policy.

## **7. Modern Slavery**

We are committed to treating all of our employees fairly and ethically. We are firmly committed to ensuring there is transparency in our business and our supply chain, and to implementing and enforcing effective systems and controls to ensure there is no modern slavery taking place anywhere in our operations.

Please refer to the Modern Slavery Policy for more information about this.

## **8. Equality, Diversity and Dignity at Work**

We are committed to enabling equality of opportunity and inclusion for all employees through our employment policies and practices. We will not tolerate any form of discrimination, harassment or bullying, and we aim to create an inclusive working environment for all employees.

Please refer to the Equality, Diversity and Dignity at Work Policy for further information on this.

## **9. Anti-Facilitation of Tax Evasion**

We take a zero-tolerance approach to facilitation of tax evasion, and we are committed to implementing and enforcing effective systems to counter the facilitation of tax evasion.

Please refer to the Anti-facilitation of Tax Evasion Policy for more information about this.

## **10. Review of this Code of Conduct**

This Code of Conduct will be reviewed by the VPS Group on an annual basis to ensure it is up to date and achieving its aims.



**David Taylor-Smith**  
Group Chief Executive Officer  
VPS Group