



INTEGRITY AT WORK

INTRODUCTION

The AEA Technology plc group (AEA) is committed to the highest standards of business behaviour and expects employees to act with personal integrity. This guide describes our company values and explains how AEA wants you to behave and to handle decisions you can be faced with at work. The advice is based on principles that apply to all parts of AEA and in every country in which we operate.

The guidance is necessarily a summary and does not attempt to cover every situation or every circumstance where you have to reach decisions on conduct. The golden rule is, if in doubt seek advice, normally from your manager.

I can assure you that the Board and senior management will support all employees who work to the guidance, and that we will monitor its implementation.

Andrew McCree

Chief Executive Officer



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1 OUR PRINCIPLES

As a leading energy and environmental consultancy we value enthusiasm and commitment, and we seek to encourage our employees' creativity and to provide a stimulating and supportive work environment. AEA has four core values which form guiding principles on how we conduct ourselves and our business: The four values are:

We demonstrate integrity
We recognise and develop our people
We build strong, long lasting relationships
We make a difference

For each of the values there are behaviours that we promote and measures that demonstrate our commitment to each of the values.

It is an unqualified requirement that we will comply with the law and regulations of countries in which we operate. Managers are responsible for ensuring that they and their employees are briefed on relevant requirements, taking advice locally within the country where necessary. Key areas include local employment, health, safety and the environment, tax regulations, and exchange and export controls.

Trading between different companies in AEA will meet the "arms-length" principle, in which terms of trading must be in writing and justifiable as those that AEA would enter into with any third party. This ensures that we are openly complying with fair trading requirements and any applicable regulations such as exchange controls.

We are committed to honouring the terms and conditions of employment of employees, and require managers and employees to do the same.

2 BUSINESS PRACTICES

Marketing and Sales

We aim to win profitable business on the basis of the quality and value of our products and services. Our marketing will focus on what we offer and how it benefits customers; what we say will be true and fair; and any comparisons with competitors will be based on facts. In acquiring market intelligence we will not use improper means, such as industrial espionage, asking recruits to breach confidentiality undertakings to previous employers, or misusing confidential information acquired from customers in the course of business.

Integrity

We value our reputation for integrity and independence. This must never be compromised by customer pressure or other commercial pressures. We will not knowingly infringe registered intellectual property that belongs to others. We will not tolerate corruption in any form, whether direct or indirect.

Gifts and Entertainment

Providing and receiving gifts, meals and corporate hospitality is acceptable where these are small, infrequent and part of the normal courtesy of a business relationship. Where Government Departments are involved or where larger gifts (above £20 as a rough guide) or entertainment (say above £100) are proposed, ask your manager for advice. If you want to offer a gift, for example, as part of a public occasion, it must be approved in advance by your manager and properly accounted for.

Receiving a gift (at Christmas or at any other time) that might be seen as influencing your business decision involves you in a conflict of interest. If in doubt, don't accept it without advice and approval from your manager. There may be cases where refusal of a gift would embarrass or hurt the person offering it, perhaps when you are a guest in another country. Guidance on customs and behaviour can be given before



your trip, but in the absence of this the usual best practice is to accept the gift courteously on behalf of the company, report it immediately to your manager, and hand the gift over to the company.

Community Involvement

AEA is committed to conducting our activities in a manner sensitive to the local communities in which we work. We support communities local to our operations with a particular focus on energy and environmental activities. Senior managers and directors fulfill community roles as representatives of the company, particularly where we have established facilities in new locations. We encourage employees to get involved in community activities, but care should be taken to avoid conflicts of interest (see Section 3).

Facilitation Payments

No facilitation payments will be made.

Customers and Suppliers

You should respect the codes of business conduct and working regulations of customers and suppliers, especially if working on their premises. Mutual respect forms the basis of our relationships with suppliers and subcontractors. Our policy is to agree terms of trading that are appropriate in the markets concerned, and to abide by these terms and to pay on time where suppliers have met their obligations. In negotiations, you should seek to secure the best outcome for our shareholders while acting at all times with integrity: for example honestly representing the facts and avoiding abuse of dominant power.

3 CONFLICTS OF INTEREST

Always act in the best interests of the AEA. If you face a potential conflict, talk to your manager and, if necessary, declare your interest in writing and get written confirmation that there are no objections. To avoid doubt, "your interest" covers both you and your family.

Some examples are:

- you should declare any interest you or your family have in a company that AEA has, or might have, business dealings with (leaving aside shares you might hold in a major company);
- you should declare an interest if you have a close relative who might benefit if the AEA were to place an order with a particular company and you are in a position to influence the order;
- you need approval before accepting a second job or outside directorship to ensure that this will not conflict with AEA's business interests. You similarly need approval before accepting any outside appointment that could cause a conflict of interest. Note that employees are encouraged to get involved in the local community, for example, as school governors;
- you should tell your manager if you want to carry out private work that might generate intellectual property, since it can be difficult to distinguish this from company work.

4 INSIDER SHARE DEALING

It is illegal for anyone to buy or sell shares of any company on the basis of insider information. If you have any doubts about you or your family dealing in shares of AEA Technology plc (or any other company because of information you have received at work), seek advice from the AEA Technology plc Company Secretary. Some employees with regular access to sensitive information about AEA are subject to rules under which they must get the AEA Technology plc Company Secretary's approval before any dealing in our shares, and cannot deal at certain times. You will have been told in writing by the AEA Technology plc Company Secretary if you are one of these "designated employees".

Whether or not you are a designated employee you should take care not to divulge key commercial or technical information to those who are not entitled to it.



5 BEHAVIOUR AT WORK

Financial Transactions

All financial transactions must be properly and accurately recorded in the accounts, in line with agreed accounting standards. This principle includes, for example, charging costs to the right job, ensuring that all transactions go "through the books", obeying financial and commercial authorities and claiming travel and subsistence costs only in line with Company rules. Accounting procedures are supported by internal controls, which must be adhered to. Care must always be taken to give a true and fair picture in reporting, so as to avoid giving any misleading impression.

Respect for Colleagues

AEA expects all employees to be treated with respect and to have equality of opportunity at work. Employees must not discriminate on grounds of sexuality, gender, marital status, race, colour, ethnic or national origin, religion, age or disability. All employees have equality of opportunity in all aspects of their employment, including developing themselves and their careers. In line with the AEA values, you can expect decisions about recruitment and development to be made solely on the basis of personal ability and potential in relation to the needs of the job. If you have to take such decisions, this is how you too should operate.

Bullying and harassment, including sexual harassment, will not be tolerated. You should report any incidents to your manager or your HR manager. All incidents will be investigated confidentially.

AEA is committed to providing fair pay, benefits, and terms and conditions of employment, and to seeking agreement for changing these when necessary to meet business needs.

Protection of Property and Assets

This includes buildings, plant, stock, money, equipment and intellectual property. We expect employees to protect and use it properly. You should familiarise yourself with Company rules on the acceptable use of property such as telephones (including mobile phones), faxes, computers and e-mail, and ensure that you follow these at all times. Theft of property or its fraudulent use will be reported to the police.

Protecting confidential or other sensitive information includes taking care not to disclose it to third parties except with proper approval and, where necessary, under a confidentiality agreement.

The Internet

Because of the ease of electronic communication, a lot of trust is put in employees and you have a personal responsibility for what you send or view, and must not make unauthorized use other than for modest occasional personal use. You should familiarise yourself with Company rules on Internet use and ensure that you follow them at all times. Employees found deliberately accessing sites that might contain illegal material, or sending such material, will be reported to the police. Deliberate accessing of pornographic material is unacceptable and will be dealt with by disciplinary procedures. If you come across this kind of material by accident, you should report it to your manager. Your electronic communications should demonstrate the same respect for others as that required for colleagues; see above.

Health, Safety and the Environment

AEA insists that employees have safe and healthy working conditions. It will stand by employees who refuse to work on company or customer premises out of reasonable concerns about the health and safety of working conditions there, although it is better to resolve any problems in co-operation with management or the customer.

You are expected to consider your own health and safety and the effect of your actions on the health and safety of others at all times. Our policy is for employees to be free from the influence of alcohol or drugs at work, and not to smoke inside any AEA building or vehicle. If you recognise that you have an alcohol or drugs problem and you are willing to accept treatment, you will be helped and encouraged in doing so, although behaviour and standards of work detrimental to colleagues or customers will not be tolerated.



Road travel is a significant safety risk, and guidance is available to you so that this risk can be properly controlled. Training is provided for lease car users and other high-mileage drivers.

AEA requires employees to give proper consideration to minimising harmful effects that their activities may have on the environment, and requires managers to give particular consideration to the environmental effects of the people and activities that they manage including, where appropriate, the activities of contractors. It is our policy to maximise the safety, health and environmental benefits of our products and services, and we encourage employees to seek commercially viable opportunities to contribute to this and to promote the resulting benefits.

Training

Our policy is that our employees and our contractors are properly trained and qualified for their work, and that they are given the support and resources that they need to carry it out correctly. Working hours and practices should comply with legislation and with any relevant health, safety and environmental guidelines.

Security

You should take care to protect confidential information. Security guidance is provided. Don't discuss potentially sensitive matters outside work, and beware of where your conversations may be overheard, for example on public transport.

6 WHAT IF YOU ARE CONCERNED ABOUT THE CONDUCT OF OTHERS?

AEA will support you if you report that you honestly and reasonably believe that an illegal or unacceptable action has been or is occurring at work. Examples are: criminal actions, fraud, failure to comply with legal obligations, damage to the environment, or endangering health and safety.

You should normally go to your manager, but if necessary you can talk in confidence to the AEA Technology plc Company Secretary (or local HR Business Partners for companies not based in the UK) who will make appropriate investigations. Alternatively, if an illegal matter could be involved, you can raise the matter with an appropriate external body such as the police or a Regulator.

You will not suffer victimisation or detriment from raising such matters in good faith, even if they are not proved. However, raising unfounded allegations maliciously is an abuse of this process and will be treated as a serious disciplinary matter.

7 CORPORATE AND PERSONAL SCRUPLES

AEA considers carefully all contract proposals involving work, customers or countries that might be contentious, and enters into commitments only if senior managers are satisfied that our ethical reputation will be maintained. If you have concerns about working on a particular contract (for example, the topic conflicts with deeply-held personal beliefs or you are asked to work in a country to whose policies or human rights record you have strong personal objections), you should discuss your concerns with your manager. AEA will respect your views and not oblige you to work on that contract if satisfied that those views are genuinely held and not frivolous.

8 OTHER GUIDANCE

If you have any doubt about how to proceed on a particular matter, you should talk to your manager, or - if more appropriate in a particular case - to your Managing Director or Company President, to a functional specialist such as an HR Business Partner, or to the AEA Technology plc Company Secretary. Detailed procedures in specific areas exist in the management systems of each company in the AEA.



Finally, remember the ACID TEST

Think how comfortable you would feel if you had to explain an action or decision to your manager, colleagues or family; or if something you did became public and the subject of scrutiny.