



COUNTRYSIDE

Places People Love

BUSINESS ETHICS AND CODE OF CONDUCT

The Countryside Group of Companies (the Group) is committed to the highest standards of business ethics and professional conduct. Maintaining a culture of honesty, trust and integrity is vital to our success and we believe that all employees, and personnel under temporary/agency contracts ("Staff") should be expected to share in and contribute to this culture whilst being responsible for their conduct. Each of us should treat others, and be treated ourselves, with dignity and respect.

Adopting this Code of Conduct ("Code") reflects best practice and good corporate governance by promoting ethical values. It also provides assurance to our customers, and to our business partners, that we expect our staff to behave ethically in a manner that is beyond reproach. This in turn should result in our business partners behaving similarly towards us.

The Group believes in professionalism in all aspects of its business. Bribery, corruption, fraud and activities such as money laundering are unacceptable practices. Controls are in place to guard against these practices.

The broad principles of ethical business conduct embraced and adopted by the Group and are outlined in this Code. It is not a complete list of all the legal or ethical questions a member of Staff might face in the course of business. Therefore, it must be applied using common sense and good judgment. Staff who have any questions regarding issues set out in this Code should contact their Line Manager, the Company Secretariat or the Human Resources Department. The Group is committed to eradicating corruption and will stand by you in acting ethically.

In line with the Group's Terms and Conditions of Employment, all staff are required to adhere to the terms of this Code.

Ian Sutcliffe
Group Chief Executive
July 2019



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This Code of Conduct, which applies to all members of Staff, is designed to promote a responsible and ethical work environment. It provides essential information on proper behaviour in the workplace and is an extension of the Group's values, reflecting our continued commitment to ethical business practices. The Code also aims to provide effective guidance and protection against claims of financial impropriety, bribery, inappropriate business ethics and/or conflicts of interest.

Bribery and corruption are punishable for individuals by up to ten years' imprisonment and if the Group is found to have taken part in corruption it could face an unlimited fine, be excluded from tendering for public contracts and face damage to its reputation. The Group therefore takes its legal responsibilities very seriously.

Compliance

It is the Group's policy to comply with all applicable laws, rules and regulations. Staff are also required to comply with any policies, procedures, rules and notices which the Group may issue from time to time. New and amended policies and procedures will be communicated to workers by whatever means the Group deems most appropriate.

In circumstances where correct ethical behaviour is uncertain or unclear, or where the Code appears ambiguous, advice and clarification should be sought from staff's Line Manager, the Company Secretariat or the Human Resources Department. Failure to follow these guiding principles may have consequences for the individual, and/or may result in potential harm to the Group's reputation and brand. Therefore compliance will be monitored by both the relevant line managers and internal audit.

Bribery

A bribe is an inducement or reward offered, promised or provided in order to gain any commercial, contractual, regulatory or personal advantage. It is not acceptable for staff (or someone on his/her/their behalf) to:

- (a) give, promise to give, or offer, a payment, gift or hospitality with the expectation or hope that a business advantage will be received, or to reward a business advantage already given;
- (b) give, promise to give, or offer, a payment, gift or hospitality to a government official, agent or representative to "facilitate" or expedite a routine procedure;
- (c) request, agree to accept, or accept payment from a third party that he/she/they knows or suspects is offered with the expectation that it will obtain a business advantage for them;
- (d) request, agree to accept, or accept a gift or hospitality from a third party if he/she/they knows or suspects that it is offered or provided with an expectation that a business advantage will be provided by the Group in return;
- (e) threaten or retaliate against other staff who has refused to commit a bribery offence or who has raised concerns under the Code; or
- (f) engage in any activity that might lead to a breach of the Code.



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Please refer to the Group's Anti-Bribery & Corruption Policy for more detail.

Staff Commitments/Relationships

The Group believes that staff are entitled to fair treatment, respect and loyalty. It endeavours to create an environment where all staff can excel. Consequently, the Group expects all individuals to treat each other fairly, equitably and with the utmost respect and courtesy. Harassment or discrimination of any sort is strictly forbidden and will not be tolerated.

Special value is also placed on the Group's relationship with purchasers, lessees, suppliers, contractors, consultants, local and national government bodies, statutory authorities, financiers and land owners because of their contribution to the overall success of the Group's business. The Group does its utmost to guarantee fair, objective and ethical business dealings with them and to treat them with respect but also expects the same in return.

Please refer to the Group's Anti-Bribery & Corruption Policy for more detail.

Dealings with Agents

For the purposes of this Code the definition of "Agent" is:

"A person/firm instructed to act on behalf of the Group or who performs services for the Group. However it should be noted that it is not a requirement that she/he/it can contractually bind the Group"

An Agent's inappropriate acts or omissions could lead to reputational damage or even the commission of a criminal offence by staff and/or the Group even where neither knows what the Agent is doing or not doing. Agents must be advised of 'the Code', the 'Competition Law Compliance Policy' and the Group's Anti-Bribery & Corruption Policy'. All agency agreements must refer to these policies.

Agents should also confirm that their own Ethical/Anticorruption Policies and Procedures are at least to the same standard as the Group's. If there is any question regarding the adequacy of an Agent's Ethical/Anticorruption Policies or Procedures, guidance and approval to their instruction should be obtained from the Group Company Secretariat or relevant Managing Director depending on the business activity for which the Agent has been instructed.

Agent Instructions must also include the requirement for the Agent to act transparently in dealings with all parties (e.g. the Agent should advise a land vendor that as well as obtaining an initial introductory commission from the vendor the Agent may also subsequently derive financial benefits by acting as the selling agent for the Group). Adopting this approach provides additional protection for staff, the Group and Agent against claims of financial impropriety, bribery, inappropriate business ethics and/or conflicts of interest.



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Conflicts of Interest

General

The principal loyalty of Group staff must be to the Group's business. Staff should avoid situations where their personal interests conflict, or seem to conflict, with those of the Group. There may be times, however, when personal interests (financial or otherwise) conflict with the Group's interests. In these circumstances, staff should immediately endeavour to eliminate the conflict so as to avoid detriment to the Group and possibly themselves, or declare ahead that a conflict will arise and seek the written pre-approval of their Managing Director or, where appropriate, their Divisional Chief Executive Officer, to such conflict. In the event that the Managing Director and/or the Divisional Chief Executive Officer is in such conflict, she/he shall seek the written pre-approval of the Executive Management Committee, to such conflict. For more detail, refer to the Group's Anti Bribery & Corruption Policy.

The Code cannot specifically outline all potential conflicts. Therefore, the use of common sense is important. When uncertainty or doubt arises, guidance should be sought from his/her/their Line Manager, the Company Secretariat or the Human Resources Department.

Engagement in Other Activities

Should staff wish to engage in any type of business activity that may be considered as having an impact either directly or indirectly on the Group, they must inform their Line Manager, in writing. If the Line Manager considers it necessary, written permission must be obtained from the Head of Department, before commencing the activity. For Central Services Staff, written permission must be obtained from the Chief Executive. For a Managing Director or Divisional Chief Executive Officer, written permission should be obtained the Executive Management Committee.

Staff should also be careful about engaging in charitable pursuits and/or "good causes" which are not connected with the Group and encroach on the normal working day. You must never suggest or imply that such activity is connected with, or endorsed by, the Group.

Gifts, Hospitality and Entertainment

For more specific information please refer to the Group's Anti-Bribery & Corruption Policy.

(a) Gifts (including Heavily Discounted Services)

The giving/ accepting of gifts to/from business contacts/service providers by Group staff might be construed as an improper inducement to grant some benefit in return. Therefore, gifts must never be solicited, must be reasonable in value and must never be in cash. Further, giving/ accepting Heavily Discounted also requires prior written approval.

(b) Hospitality and Entertainment

Hospitality and entertainment, whether given or accepted, may be engaged, subject to the prior consent of the staff's Department Head. However, whenever possible, it should be enjoyed outside the normal working day. Such hospitality and entertainment, whether given or accepted, should



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always be reasonable in value, have real business worth and be within the limits of responsible and generally accepted business practice commensurate with the staff's position in the Group and all the other circumstances.

(c) Personal Benefits Register

There are statutory requirements imposed under the Bribery Act 2010 which extend the scope of offences for which individuals and companies can be prosecuted. There are also additional provisions within the Companies Act 2006 that deal with the acceptance of gifts, hospitality and entertainment from business contacts. Therefore, to ensure compliance with this legislation and provide effective protection against claims of financial impropriety, staff should record details of each and every benefit which he/she gives/ accepts in a Personal Benefits Register. The registers will be reviewed by the line manager and internal audit.

Confidentiality

Staff must not use for his/her own benefit or gain, or divulge to any person(s), firm, company or other organisation whatsoever (whether in electronic form or otherwise), any confidential documents or information belonging to the Group or relating to its affairs or dealings which may come to his/her knowledge during employment. Such documents or information must be treated with complete secrecy. This restriction will cease to apply to any documents, information or knowledge once in the public domain, other than by way of unauthorised disclosure. Nor will it apply to any documents, information or knowledge required to be disclosed by law.

During service with the Group, or at any time thereafter, staff must not allow any unauthorised person (including colleagues) to have access to any documents or information belonging to the Group.

Please refer to the Group's Information Security Policy for more detail.

Competition

The Group is dedicated to competing fairly and ethically in the marketplace. Please refer to the Group's Competition Law Compliance Policy for more detail.

Equal Opportunity

The Group aims to recruit and retain the best staff and endeavours to provide employment opportunities on a fair and equitable basis, taking into account the skills and experience required to perform each job. It strives to ensure that neither its policies nor practices disadvantage particular groups or individuals.

The Group neither uses or condones the use of Blacklists which target trade union or similar group activities. However the Group always reserves the right to record any denial of access to its places of work to an individual who is repeatedly found to breach the Group's Health & Safety obligations and/or which could result in compromising that individual's and/or others' safety at work. In such circumstances the individual (and if appropriate his/her employer) will be made aware of the reasons for the decision. All records of denial of access will be held in accordance with the General Data



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Protection Regulation and Data Protection Act 2018. Discrimination prohibited by law will not be tolerated or condoned.

Please refer to the Group's Equal Opportunities Policy for more detail.

Investor in People

The Group is committed to its staff and to the principles and objectives of Investors in People UK.

Health, Safety and Environmental

The Group conducts its activities with due regard for the health, safety and environmental considerations of its staff, contractors, clients, visitors and members of the public.

Please refer to the Environmental Policy, the Health and Safety Policy, the Sustainable Development Policy, and the Procurement Policy for more detail.

Political Donations

The Group does not make donations to political parties, political organisations or their representatives and its staff are not permitted to do so on its behalf.

Reporting Misconduct

Staff will usually be the first to know when someone inside or connected with an organisation is doing something illegal or improper. Often they feel apprehensive about voicing their concerns. This may be because they feel that speaking up would be disloyal to their colleagues or the organisation itself, or because they do not think that their concerns will be taken seriously or because they fear that they will be bullied or dismissed.

However, the Group does not believe that it is in anyone's interests for staff with knowledge of wrongdoing to remain silent. They will not be penalised for drawing attention to such matters. Any information provided to the Group will be treated in the strictest confidence.

The Group takes all malpractice very seriously, whether it is committed by any member of staff, agents, suppliers or contractors.

You are encouraged to raise concerns about any issue or suspicion of malpractice at the earliest possible stage. If you are unsure whether a particular act constitutes bribery or corruption, or if you have any other queries, these should be raised with your Line Manager, the Company Secretariat or the Human Resources Department, or if you consider it appropriate by following the procedure set out in the Group's Whistleblowing Policy.