



Policy Statement

Company Ethics

RSE and RSE Group comprising of RSE Controls, Amber ICA, Blackburn-Starling, DPS GPS, TCS, Mtech, OSS, Rolla, Aquazone, Biomatrix, Chemresist, Greenacre Environmental Systems, Prime Pumps, WES and any other subsidiary companies, are committed to conducting business in accordance with the highest ethical and legal standards.

We comply with all applicable legislation, including the Economic Crime and Corporate Transparency Act 2023 (ECCTA), as the integrity of our staff, and those with whom we do business, is critical to our success.

RSE and RSE Group take a zero-tolerance approach to all breaches of this Code of Ethics, The 'Code' and is committed to acting professionally, fairly and with integrity in all its business dealings and relationships wherever it operates.'

The aim of this Ethics Policy is to set out the standards of behaviour that The Company expects from RSE and subsidiaries' directors, officers, employees, consultants, agents, authorised representatives and stakeholders in carrying out their respective duties and in dealing with each other.

If you are unclear as to the policies that are applicable to you or want to know more about those that are, contact your Line Manager. For matters that do not appear to be addressed by any Company policy you are encouraged to discuss the matter with your Line Manager or follow the reporting procedures outlined in the Code.

1 The Code

1.1 Work Environment

Ross-shire Engineering Ltd, RSE, including subsidiaries, treat each employee fairly and with respect and provides equal employment opportunities without regard to any distinctions based on race, colour, ancestry, place of origin, religion, marital status, family status, physical or mental disability, gender or sexual orientation, in accordance with the laws and regulations of each country where it does business.

RSE is committed to providing safe and healthy working conditions for all employees free from harassment including all forms of sexual, physical and psychological abuse.

1.2 External Physical Environment

RSE is committed to responsible environmental practices and complies with all applicable laws and regulations relating to the protection of the environment. You must ensure that you adhere to all of the laws and regulations of the countries where you perform your duties.

2 Business Practices

2.1 Records

All our records shall be complete, fair, and accurate in all respects, prepared with due care and comply with all applicable legal requirements. All RSE's books, records, and accounts, including invoices, purchase orders, expense reports, payroll records and other data must fully and accurately reflect the value and nature of each transaction.

2.2 Improper Influence – External Auditor

You must never improperly influence or attempt to improperly influence any person acting as an external auditor of RSE.

2.3 Safeguarding Property and Maintaining Confidentiality

RSE's property should not be used for any improper purpose. You must safeguard Company property as well as the property of customers and clients entrusted to our care to ensure that it is not lost, damaged, misappropriated, or misused. This includes the confidential information and intellectual property of RSE and our customers. Confidential information is information of RSE, and our customers, which is not subject to public disclosure. You must not disclose any confidential information to any non-authorised colleague or any person outside of the Company, without the authorisation of management.

2.4 Communications

You are expected to be truthful and clear in your verbal and written communications, whether by e-mail or otherwise, and to not be intentionally misleading to colleagues and others, such as internal and external auditors. Communications with the media and regulators are the responsibility of designated Directors. You must refer any enquiry from such parties to a Director.

2.5 Contractual Arrangements with External Suppliers

No employee alone has the right to commit the Company to any contract with external suppliers unless given authorisation to do so by their manager in accordance with Company procedures.

All third parties acting on behalf of RSE, including suppliers, subcontractors, agents, subsidiaries, and joint venture partners, must be subject to proportionate due diligence to identify and mitigate risks of fraud, corruption, money laundering, or other economic crimes.

3 Gifts and Entertainment

3.1 Acceptance of Gifts or Favours

Acceptance of gifts or favours by employees – for either themselves or a third party – from a supplier, client, or other partner organisation, both current and potential, can create a situation of dependence on that supplier/client/partner, and may affect the individual's judgement in decisions relating to the Company.

We therefore expect all our employees to use some discretion in their relations with suppliers of goods and services to ensure that they are not influenced by acceptance of any benefits. Where an employee's objectivity is felt to be at risk, the corresponding gift/favour must be refused, irrespective of value. Any employee who is in doubt in respect of their objectivity should discuss the matter with his/her immediate Manager.

Even where there is no question over objectivity, only those gifts that are of nominal value, such as a single bottle of wine or a bouquet of flowers, may be given or accepted. In this context, "of nominal value" should be considered as a gift/favour to an open market value of no more than £30.

All staff must declare and keep a written record of all hospitality, or gifts accepted or offered, and this will be subject to review by an appropriate Director as required.

3.2 Promotion of Business

Whilst RSE expects all employees to promote the Company's interests, particularly in the tendering/winning of orders, we will not allow inducements to be offered to customers, other than those which come within the normal parameters of acceptable commercial practice; (e.g., authorised discounts, etc.).

Any form of direct financial inducement which could be classified as a bribe is forbidden.

3.3 Corporate Hospitality

Whilst normal hospitality (e.g., food/accommodation) offered to customers/suppliers, is acceptable, such hospitality must be kept within reasonable limits. Any entertainment (e.g., visiting sporting occasions) must be pre-authorised by the Line Manager.

Corporate hospitality from suppliers or other business partners should be refused if it is felt the employee's objectivity is at risk. Regardless, in all cases, employees must seek the formal approval of the Line Manager in advance of accepting any hospitality, other than normal meals consistent with standard business activity.

3.4 Fair Dealing

RSE is committed to fair dealing with our clients, customers, suppliers, stakeholders, and competitors. RSE conducts its business in a legitimate manner and does not seek any improper influence. Our policies and procedures are designed to prevent such influences. Your conduct must always act in a manner consistent with this commitment.

3.5 Conflicts of Interest

You must avoid conflicts of interest, whether real or perceived, in the performance of your duties on behalf of RSE. If a conflict of interest cannot be avoided, you must disclose the nature and circumstances to your Manager. A conflict of interest exists whenever your personal interests, or those of close relatives or people with whom you are in close personal or business contact, conflict or appear to conflict in any way with the interests of RSE. If you have any doubt about whether a conflict of interest exists, contact your Manager for guidance and he/she will consult a Director, as necessary.

4 Legal Compliance

4.1 Anti-Corruption Laws

RSE complies with all anti-corruption laws in the jurisdictions in which it operates, and specifically with the following:

- Bribery Act 2010
- Criminal Finance Act 2017
- Fraud Act 2006 – England and Wales
- Fraudulent Trading Act (Scotland) 2006
- Economic Crime and Corporate Transparency Act 2023.

These, and similar laws, are intended to prevent bribery of officials by representatives of RSE for the purpose of securing an improper business advantage. You must never approve, authorise, make, or take any illegal or improper payment from a government official, political party, party official or candidate for the purpose of influencing an official act of the person or the government in order to obtain an advantage for RSE that contravenes these laws.

4.2 Anti-Trust Laws

Anti-trust laws prohibit business activities that have the effect of restraint of trade activities like price fixing, boycotts or limitation of products and sales. All RSE employees must ensure that they do not act in a manner that contravenes such laws.

4.3 Anti-Fraud Laws

RSE complies with the applicable anti-fraud laws across the UK, including the Fraud Act 2006 (England and Wales), Fraudulent Trading Act (Scotland) 2006 and the Economic Crime and Corporate Transparency Act 2023. All employees must never knowingly engage in fraudulent activities that benefits themselves or The Company.

4.4 Disregard of Code, Policies and Procedures

Under the ECCTA, RSE and its subsidiaries may commit an offence if a person associated with the Company commits fraud for the benefit of RSE, unless the Company can demonstrate that it had reasonable fraud prevention procedures in place. RSE is therefore committed to maintaining proportionate and effective fraud prevention measures, including risk assessments, staff training, internal controls, monitoring, and third-party due diligence.

No employee who exercises supervision or influence over another employee shall direct, request or encourage that employee to do anything, or omit to do anything that is contrary to the Code, any other policy, procedure, or rule of RSE or any applicable law. You are required to immediately report any such situation to any Line Manager or Director.

5 Whistleblowing

Whistleblowing is the disclosure of information which relates to suspected wrongdoing or danger at work.

You should report any concerns with either your line manager, the Company Dedicated Whistleblowing Officer, DWO, or the CEO.

You should use the procedure set out below to report concerns within the organisation which you reasonably believe:

- Fall within the categories outlined below; and
- there is a public interest in disclosing (because it affects or could affect, for example, customers, service users, members of the public or other workers).

This may include:

- a) A criminal offence.
- b) Suspicion of Bribery, Fraud or Corruption
- c) Suspicion of breaching the Economic Crime and Corporate Transparency Act 2023
- d) Failure to comply with a legal obligation
- e) A miscarriage of justice.
- f) A danger to the health and safety of any individual.
- g) An act causing damage to the environment.

- h) The deliberate concealment of any of the above.

The suspected wrongdoing or danger can be past, present prospective, or alleged. It may concern our conduct, or the conduct of a worker or third party.

This policy is distinct from our Grievance policy. If you have a complaint relating to your personal circumstances in the workplace then you should use the procedure in the Grievance Policy.

6 Disability

If any aspect of this policy causes you difficulty on account of a disability, please inform the HR Department.

7 Contact Details

Designated Whistleblowing Officer (DWO)

Jenna McCormick
07491 889686
Jenna.McCormick@ross-eng.com

Chief Executive Officer (CEO)

Stephen Slessor
07561 857603
Stephen.Slessor@ross-eng.com

A handwritten signature in black ink that reads 'Stephen Slessor'.

Stephen Slessor
Chief Executive Officer
Ross-shire Engineering Ltd