



Engineering
GREAT the IMI Way

A hand-drawn black arrow points from the text towards the factory scene below.

IMI plc
Code of Conduct



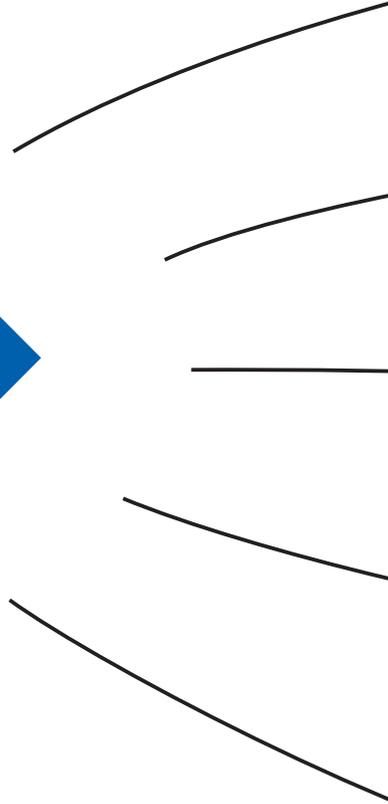
“The IMI Way is established as central to the way IMI operates. It embraces the way we act, look, behave, impact and continuously improve.

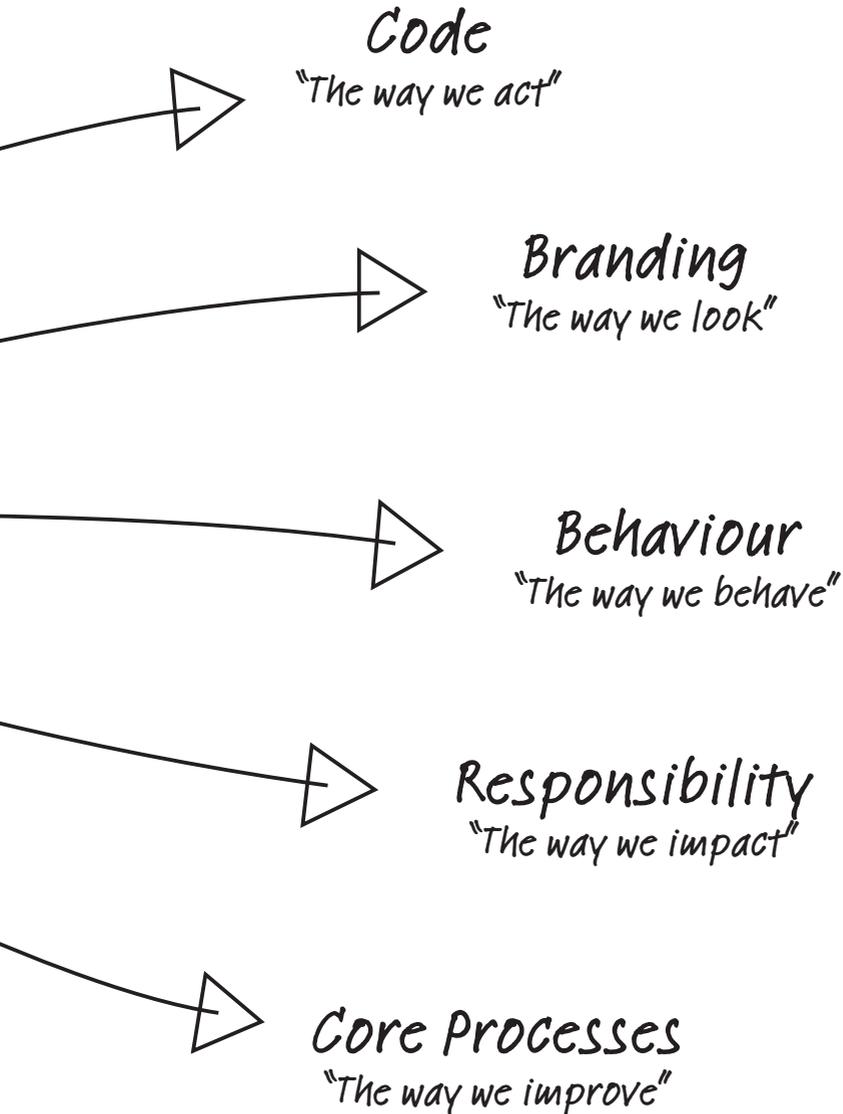
Our Code of Conduct is a crucial component of the IMI Way and is detailed in this document. We have updated and rebranded it, but the principles remain unchanged: we must always behave responsibly and ethically.

I am committed to the IMI Group setting the highest standards in responsible and ethical behaviour and I expect every person in this group to fully embrace this Code.”

Mark Selway

Chief Executive, IMI plc



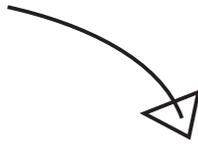


Our purpose and our values

Everything we do is in pursuit of our purpose, the reason we exist, and is guided by our values that really drive our behaviour.

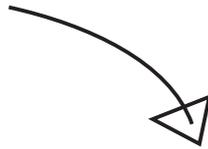


Our purpose



"We deliver **GREAT** solutions for our customers tackling the world's most demanding engineering challenges."

Our values



Integrity

We seek to do the right thing and keep people safe as we do it

Excellence

We aim to achieve industry best practice and to continuously learn and improve

Innovation

We understand customers' changing needs and create new solutions

Collaboration

We believe in working together to deliver better results



Health and safety

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We are committed to minimise risk for our people, the environment, adjacent communities and other stakeholders through the promotion of a strong culture of health and safety and of environmental protection.



Workplace conduct

12

We treat each other with professionalism and respect at all times.



Anti-bribery, anti-corruption and anti-fraud

14

We work in an open and honest environment where bribery, corruption and fraud are not acceptable. We rely on the merits of our technology, the excellence of our products and people, and our customer service to sell our products.



Conflict of Interest

16

We have a duty to separate job responsibilities and personal interests and to disclose actual and potential conflicts of interest.



Fair markets

18

We are committed to fair competition in the markets in which we operate.



Accounting

We maintain the books of account and ensure that the financial and management accounts are prepared in an accurate and timely manner and that the appropriate internal systems of control are in place and operating effectively.

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High quality work

We convert lawfully obtained industry knowledge and market insight into solutions, which create competitive advantage for our business and customers.

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Trade controls

We ensure that our goods, technology and services are supplied in a way that is consistent with relevant import and export control and licensing laws.

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Long term business

We believe we have a duty to conduct our business responsibly and sustainably keeping in mind the needs of all our stakeholders over time. We aim to be proud of our results and the way we achieve them.

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Use of company resources and information

We have an individual responsibility to safeguard company resources and information and use them efficiently and appropriately, protecting confidentiality and complying with appropriate inside information regulations at all times.

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Health and safety



We are committed to minimise risk for our people, the environment, adjacent communities and other stakeholders through the promotion of a strong culture of health and safety and of environmental protection.

What do we mean?

Our aim is to have no accidents or incidents and have developed standard procedures and detailed plans for safety and environmental compliance in our workplaces.

Health, safety and environmental awareness is not only the responsibility of management, it is a responsibility that all employees must share. In particular, IMI expects those working for us directly, and on our behalf, to work safely, act responsibly, adhere to health, safety and environmental rules and procedures, use protective equipment where necessary and generally contribute to the maintenance of safe and healthy conditions and to protect surrounding communities and the environment.

We ensure that the design and operation of our facilities prevent losses and/or the interruption of business. All of us are responsible for inspecting, evaluating and

controlling all process changes and work procedures in order to maintain a safe, secure work environment.

If any incidents arise, or any deficiencies are identified, we report them immediately through the appropriate channels. We promptly investigate, document and take appropriate action in response to any report.

Our approach to protecting people and the environment extends to our suppliers and contractors of whom we expect similarly high standards.

To support these commitments, we ensure that we:

- at a minimum meet or exceed all health, safety, and environmental laws and regulations in the countries where we operate;
- require all IMI locations to develop local health, safety, and environmental policies that address the requirements of this Code of Conduct as a minimum;
- as appropriate, communicate with relevant regulatory officials, trade associations and industry groups regarding IMI's commitment to these issues;
- ensure that all employees understand their responsibilities for and ways to improve performance related to health, safety and environmental protection;
- align company operations with good practices in workplace health, safety, and environmental protection;
- identify and address risks and associated hazards to provide safe working conditions;
- ensure that the health, safety, and environmental impacts of our products and processes are reduced to a minimum, and work with our customers and suppliers to achieve improved performance on shared objectives;
- facilitate communication, co-operation, education and training to maximise the contribution of all employees to the achievement of high standards in health, safety, and environmental matters;
- conduct due diligence regarding health, safety, and environmental issues when acquiring companies;
- require contractors and other visitors to comply with all relevant health, safety, and environmental requirements when on IMI business.

Workplace conduct



We treat each other with professionalism and respect at all times.

What do we mean?

In line with our diversity and inclusion policy, we do not discriminate on the grounds of race, nationality, colour, political or religious conviction, social background, disability, sexual orientation, marital status, gender or age. We ensure that the requirements of our local laws are met with respect to our working environments. We select people on merit for opportunities in the business.

We ensure that we adequately communicate with each other. We are open and honest and use appropriate language when speaking with each other and remember that respect is essential even in times of difficulty, disagreement, or confrontation. In living up to this standard we always consider those who hear our words, their perspective of what we say, and the position we hold in relation to them. We always respect the contribution that each of us makes to the success of the business.



We take responsibility for our own training and development needs. We accept that we must raise any requirements we have to enable us to do our jobs effectively.

We take responsibility for our own physical and mental wellbeing and we support each other in times of pressure.

We speak up with new ideas or regarding issues we may have, because we know that we operate in an environment of mutual trust and we will be respected by our colleagues. Where we have an issue that needs resolving, formally, we use the appropriate grievance channels. We do not bully, harass or otherwise intimidate each other. Further we support our rights to freedom of association and collective bargaining.

Engineering **GREAT**
the IMI Way

Anti-bribery, anti-corruption and anti-fraud



We work in an open and honest environment where bribery, corruption and fraud are not acceptable. We rely on the merits of our technology, the excellence of our products and people, and our customer service to sell our products.

What do we mean?

Bribery and corruption

Simply put, bribery or corruption is when anything of value, be it in the form of cash, entertainment or even favours, is provided, or offered, to improperly obtain, or retain, business or some other improper advantage. We never engage in this behaviour with anyone whether in the public or private sector, and we do not allow anyone to do so on our behalf. We do not make facilitation, or 'grease' payments, which are small bribes to secure prompt completion of administrative tasks that must be completed in any event.

We limit how much and how often we give or receive gifts, meals and hospitality. We never provide, or receive, anything lavish or inappropriate. We always consider whether gifts, meals or hospitality are appropriate with regard to the identity of the recipient, or provider, and the circumstances in which it is being provided or received. Gifts, meals or hospitality we provide never compromise, or appear to compromise, the ability of anyone, including ourselves, to make objective and fair business decisions. We are committed to honest trading and responsible bidding and tendering.

We expect our partners, such as sales agents and other third parties helping us to win or do business (including those representing us before governmental bodies), to live up to the same anti-corruption standards as us, and we vet and monitor such third parties to ensure that this is the case.

Political contributions and activities

We do not make political donations and we only make charitable donations where

we are certain of the charitable purpose of such donations. To the extent that we are involved in any form of lobbying, we do that lobbying in an open and transparent way.

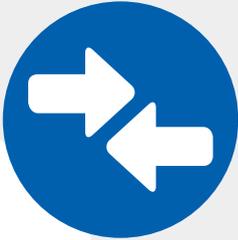
Fraud

Fraud is when someone makes an unfair gain by deceiving others, or deliberately causes a loss, or conceals the true nature of a financial transaction or results, and we never engage in such behaviour. We do not use our position for personal financial gain or to allow others to make money outside of a normal business relationship. If we discover improper transactions, we are open in disclosing the circumstances and the impact.

We ensure that appropriate processes are in place to reduce opportunities for fraud, and we do not override nor bypass controls when we are short of time or under pressure.

By maintaining this standard we reinforce IMI's reputation of integrity, and give our customers comfort that they are dealing with an ethical business, which will in turn protect their reputation.

Conflict of interest



We have a duty to separate job responsibilities and personal interests and to disclose actual and potential conflicts of interest.

What do we mean?

A conflict of interest does not necessarily arise because of any unlawful or unethical activity. It could be any situation:

- that could give the appearance that we have been biased in a decision we make for the company;
- where we do something that could give the appearance we have placed our own interests ahead of the company's; or
- where we use company resources or contacts of the company or the company's name for our own gain or in a way that is not in the interests of the company

We will always try to avoid actual and potential conflicts of interest. If there is a perceived conflict, we consult to ensure that it is avoided.

A conflict of interest may come in many forms. It could be holding an ownership interest in a supplier, customer or competitor company, or hiring, managing, or promoting a close friend or family member, or receiving gifts, hospitality or personal discounts from a supplier, customer, or competitor. The key issue to determine whether it presents an actual or potential conflict is what the perception may be of the impact the conflict of interest may have, for example producing a bias, or a perception of bias, in decision making.

Fair markets



We are committed to fair competition in the markets in which we operate.

What do we mean?

Fair competition drives innovation and creativity, and we relish the opportunity to compete on a level playing field. Fair competition means acting honestly and responsibly, whilst striving to be the best we can.

We recognise that competition law is a major risk area for all businesses, including our company, and that a breach of competition law may have serious consequences for both IMI and us as individuals. Competition laws prohibit practices and agreements between businesses which could fix prices or otherwise prevent, restrict or distort competition, and we abide by those laws, always.

We appreciate that agreements or information exchanges between competitors can be problematic, and so only have contact with competitors where there is a legitimate business reason.

We are committed to gathering market intelligence in a legal and proper manner, using legitimate sources and respecting confidentiality. We never seek to gain a competitive advantage by criticising, or making derogatory statements about, our competitors.

We recognise that where a business is dominant (with the ability to act independently of its customers, competitors and consumers) it must be extremely careful in order to ensure that it does not abuse that dominance.

We are committed to marketing with integrity, and we establish trust with prospective and current customers in our marketing and other communications by ensuring that our claims are truthful and can be substantiated. Additionally we follow the laws, regulations and appropriate professional and industry standards regarding advertising, promotional and other marketing practices.

Accounting



Engineering **GREAT**
the IMI Way 

We maintain the books of account and ensure that the financial and management accounts are prepared in an accurate and timely manner and that the appropriate internal systems of control are in place and operating effectively.

What do we mean?

Maintaining the books

We make and keep books, records and accounts, which accurately and fairly reflect the transactions and disposition of the assets of our businesses. We ensure that all business transactions are recorded accurately in our accounting systems and in accordance with Generally Accepted Accounting Principles (GAAP) and in adherence with our accounting manual.



Preparing the financial and management accounts

We prepare regular and timely accounts to satisfy our tax, legal and regulatory requirements and provide high quality information to the business teams we support, providing insight on performance to enable fast and effective decision making.

Appropriate systems of internal control are operating effectively

We ensure that we have appropriate systems of control in place and that

they are operating effectively to deliver accurate financial reporting and to protect the company's assets. In addition, we ensure that we have appropriate controls surrounding the approval of expenditure consistent with the delegated limits of authority. We never claim expenses which were not properly incurred in the course of our work and we never ourselves approve expenses which we incurred, even if someone else paid.

High quality work



We convert lawfully obtained industry knowledge and market insight into solutions, which create competitive advantage for our business and customers.

What do we mean?

We aim to provide our customers with high quality, innovative products which are tailored to their needs that help maximise their competitiveness. We are committed to the highest professional standards in everything we do, and we ensure that we maximise our skills for the roles we perform.

We take pride in our work, performing all tasks to the best of our ability and in accordance with our quality control procedures. We make sure that nothing we do compromises the quality, or

safety, of our products and recognise the responsibility we share to achieve excellence in everything we do.

We will always speak up with our ideas to improve the design, quality, safety or efficiency of our manufacturing, products or services, recognising that the smallest idea can add significant value to our customers and to our own operations.

We make high quality products which create value for our customers. We are committed to honest and responsible dealing in all our customer interactions, be that advertising, bidding, selling, ensuring customer satisfaction or dealing with customer concerns.

Trade controls



We ensure that our goods, technology and services are supplied in a way that is consistent with relevant import and export control and licensing laws.

What do we mean?

We work across national borders and we recognise that each country has its own controls regarding exports, imports, embargoes and boycotts that may restrict our ability to sell or deliver our products into some locations. We are respectful of each country's regulations and we work to address any conflicts that may arise in this critical area. By being aware of these issues we ensure that our products, services or raw materials move appropriately, legally and as quickly as possible, which strengthens our operations and, in turn, our customers' operations. Specifically:

Imports

Before importing any goods we ensure compliance with customs laws regarding valuation, classification, origin, duties, taxes, fees, licences, certification and record-keeping requirements.

Exports

Before exporting or committing to export any goods or tangible or intangible technical information, we ensure that such items are properly classified and that we obtain all required export licences, permits or other authorisations. We also ensure compliance with export laws in relevant countries which might affect our ability to transfer goods or technology to nationals from another country.

Embargoes/Boycotts

We are mindful of embargoes and boycotts and we comply with such restrictions. We carry out screening on our customers to ensure that we are aware of who we are selling to and the final destination of our product.

Long term business



We believe we have a duty to conduct our business responsibly and sustainably keeping in mind the needs of all our stakeholders over time. We aim to be proud of our results and the way we achieve them.

What do we mean?

Customer engagement

We place significant emphasis on helping our customers to meet their own commitments to operating responsibly and sustainably. We assist our customers in achieving their goals by developing products that increase energy efficiency and reduce carbon emissions. We do this wherever possible by using fewer and less harmful materials and reducing packaging to lessen transportation requirements and warehousing space for our customers.

Supplier risk management

We demonstrate our commitment to human rights across the whole supply chain, by being a signatory to the UN Global Compact. We conduct audits

to make sure that child or forced labour is not used; workplaces are safe and healthy; products manufactured and services provided are safe; local environmental protection rules and regulations are upheld; and fair wages, lawful working hours and freedom of association or collective bargaining are provided to all employees. We exit from relationships with suppliers who are not able to meet our strict responsible business requirements. In return suppliers can expect that we will engage in fair purchasing practices, based on factual, objective information.

Energy management

We are committed to reducing CO₂ emissions and becoming more energy efficient in both our products and processes. We continuously maximise energy efficiency by optimising our operational processes, equipment and other resources. We establish local energy saving targets and energy initiatives in all our major facilities to support our commitment to reducing

energy consumption. We continually raise the bar in our carbon management initiatives with the aim of making reductions where possible.

Environment

We benefit greatly from the communities in which we operate, and we strive to be respectful of them. To do this we vigorously implement our Health Safety and Environment commitments as set out on pages 10-11.

Charitable donations and community engagement

The IMI board approves a budget for corporate charitable donations each year and a group committee oversees disbursement to selected organisations. In addition, IMI businesses may make local donations after appropriate prior approval to ensure that they are made on an arm's length basis and for bonafide charitable purposes. All businesses are encouraged to be active in their communities, helping employees to participate where appropriate.

Use of company resources and information



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We have an individual responsibility to safeguard company resources and information and use them efficiently and appropriately, protecting confidentiality and complying with appropriate inside information regulations at all times.

What do we mean?

Company information and resources include physical property, confidential information, financial information, intellectual property, data, know-how, trading performance, customer information, funds, equipment, supplies, raw materials, IT systems, hardware and software, company time and anything else of value belonging to the company.

We treat company resources and information with the same care that we would take with regard to our own personal resources and information.

We take responsibility, as a business and individually, for the confidentiality of information in whatever form and ensure compliance with data protection and other relevant laws and regulations by applying

appropriate security measures. In applying security measures we consider carefully the level of confidentiality of the information and who should have access to it. We only access information where we have been authorised to do so, and we report any unauthorised access to ensure appropriate action is taken. We retain information for an appropriate period consistent with our business requirements and relevant laws and regulations.

We do not use company resources or information in the furtherance of illegal activity. We do not access or exchange information that may be considered offensive, discriminatory or otherwise inappropriate, including material that may be sexist, racist or pornographic.

Further as IMI plc's shares are publicly traded on the London Stock Exchange, we ensure that we keep the stock market updated with accurate and timely information and disclose inside information without delay. By 'inside information' we mean any information that could have an impact on IMI plc's share price; such as trading results, important corporate

transactions, major changes in current trading or prospects, board changes and significant regulatory issues.

From time to time we may be told in advance of major developments and trading results. Until announced by IMI plc, we keep such matters strictly confidential and never use them to deal in IMI plc shares directly, or indirectly.

We know not to comment on any aspects of the company's performance, or its affairs, to the media, investors or third parties unless we are authorised to do so and are clear about the limits of what we can say. We recognise that our comments should not reveal more information than that contained in public announcements, websites and any other publicly available materials. If we are unsure, we refer the person seeking information to a senior manager.

Useful information

Speaking up

Our values and standards are important to us, and we all have a responsibility to speak up where we see a colleague not living up to them. In most instances this will require us to have the courage to, appropriately and politely, challenge our colleagues in respect of their behaviour.

Sometimes we might feel that their conduct is something best dealt with by a manager, or by our Human Resources team. In those circumstances we will raise those issues directly with the relevant manager or Human Resources contact. If we feel that neither of these options is possible, then we will use the IMI hotline to report our concerns.

Whilst this service is anonymous we encourage anyone using it to provide their details as this will allow us a greater opportunity to investigate the issues raised. The service can be accessed via the internet at **www.imihotline.com** or using the telephone numbers published there.

All of us can be confident that issues raised via the hotline will be reviewed by appropriate people, and, where appropriate, an investigation will be performed and, in most instances, we will receive some feedback within 30 days.

We know that if we use the hotline to report issues fairly, and without malice or the desire for personal advantage, then we can expect protection from retaliation.

We acknowledge that making false reports or pursuing personal vendettas through the hotline is strictly against our value of integrity and we could be subject to formal disciplinary action if we use the hotline in this way.

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