

Applicable to <i>(Group/company/specific groups of staff /third parties)</i>	All Group Companies and Staff
Produced by <i>(Name/s and job title/s)</i>	Group Legal Department
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Staff responsible for revision <i>(Job title/s)</i>	Head of Legal
Linked documents	Ethics Policy, Anti-Bribery & Corruption Policy and Associated Guidelines
Versions:	Version 1 – March 2014 Version 2 – April 2015 Version 3 – October 2016 Version 4 – January 2018 Version 5 – March 2019

Overview

This Policy aims to protect employees where situations arise which could lead to a conflict of interest and to avoid accusations of improper conduct. It should be read in conjunction with the Group Ethics Policy.

It sets out the requirements where an employee, their spouse, partner or close family member living with them has a commercial interest in a Third Party or if any employee wishes to make use of a Third Party's services.

**THIS POLICY AND MANUAL APPLIES TO ALL EMPLOYEES OF THE
HENRY BOOT PLC GROUP OF COMPANIES
(‘the Group’)**

CONTENTS

1. Introduction.....	3
2. Declaration of Interest.....	3
3. Employee use of “Third Parties”.....	3
4. Returns.....	3

Appendix A – Please see separate form (Excel)

1. Introduction

This Policy applies to all employees and their spouse, partner or close family member (including civil partners, any person with whom they live in an enduring family relationship, children and step-children and parents) living with them in relation to purchases of materials or services through Group employed suppliers, sub-contractors, consultants and solicitors (each of which is described as 'Third Party') and the recording of any commercial interest in any Third Party (together "Third Parties").

It should be read in conjunction with our Ethics Policy.

The purpose of this Policy is to protect our employees where situations arise where they could face a conflict of interest and to avoid accusations of improper conduct.

It sits alongside the law and our own guidance on director's duties and conflicts of interest.

2. Declaration of Interest

If an employee, their spouse, partner or close family member living with them has a commercial interest in a Third Party that interest should be recorded on the register at Appendix A.

3. Employee use of "Third Parties"

Care must be taken to avoid any conflict with the Group's commercial interests and to ensure that the highest standards of honesty and transparency are adhered to in all dealings with any such Third Parties.

Should an employee wish to make personal use of a Third Party's service, that use should also be recorded on the Declaration of Interest Register at Appendix A.

Two examples illustrate the point:

- **EXAMPLE 1:** Brief & Co., Solicitors act extensively on Group property acquisitions and disposals. An employee surveyor who works closely with Brief & Co. on these matters asks them if they have anyone who can handle his house conveyancing, they offer to do so in exchange for a nominal £100 fee "because of our close working relationship". This is caught by this Policy.
- **EXAMPLE 2:** An employee needs plans drawing up for a garage at his or her house and because it is a smallish job asks someone in a Group Drawing Office who says they will do it at the weekend "for a few beers". This is caught by this Policy.

The price agreed for the goods or services must not be any more advantageous than the current market rate for the work to be carried out and payment for any goods or services must be made direct to the Third Party.

4. Returns

The Registers should be returned to the Managing Director of your Company or PLC Head of Department on a 6-monthly basis, at the same time as the return of the Internal Controls document, for forwarding by the Managing Director/Head of Department to the Company Secretary.

J.T. SUTCLIFFE
Chief Executive Officer
Henry Boot PLC
March 2019