

Conflicts of Interest Policy

Policy Statement

When competing interests impair our ability to make objective, unbiased business decisions we have a conflict of interest. You may face a conflict of interest when your professional duties as an employee of AB Dynamics Plc or one of its subsidiaries and associated companies worldwide (the "Group") and your personal interests diverge. They may take the form of financial interests in a supplier's or customer's business, recruiting a close family member or engaging in employment outside the Group.

This policy explains what a conflict of interest is and the process to follow should such a conflict come into existence. It is intended to: (i) communicate our requirements in respect of conflicts of interest; (ii) advise all employees of their obligation to disclose conflicts of interest and maintain high ethical standards; and (iii) ensure that all business decisions are made in the best interests of the Group.

This policy only deals with conflicts of interest within the context of an employee and their employer, it is therefore only applicable to persons working for us or on our behalf within the Group in the capacity of employees operating at all levels within the organisation including directors and officers of the Group through to those on short term or fixed term contracts.

Associated Documents

This policy is part of a suite of documents aimed at ensuring best practice and governance within the Group, this suite includes:

- Anti-Bribery Policy LG-05
- ABD Share Dealing Policy IR-50
- Competition and Anti-Trust Policy LG-07

These policies form part of the Group's internal corporate governance and are designed at preventing fraud and corruption in business.

Principles

Expectations

As our employee, you are expected to:

- Maintain the highest possible standard of integrity in all your business relationships, both inside and outside the organisation in which you work.
- Reject any business practice which might reasonably be deemed improper (including improper practices which might benefit the Group).
- Never use your authority or position for personal gain.
- At all times, act with impartiality, independence and integrity.
- Avoid being, or giving the appearance of being, in a position which may result in an actual or perceived detriment to the Group's reputation and/or interests.

Disclosure

Where possible, conflicts of interest must be avoided, and potential conflicts of interests disclosed and then carefully managed. You must disclose or seek direction on any issues which may potentially conflict with your responsibilities to the Group. The Board and/or the Executive Management Group (as appropriate) must review the disclosed interest, discuss it openly and manage it so that employees do not become involved in or influence situations where actual conflicts of interest occur.

Restrictions

You will not be permitted to engage in transactions on behalf of the Group with organisations or individuals with which you have an interest. All decision making and transactions with the organisation concerned will be handled and managed independently.

Procedure

When Do I Make A Disclosure?

It is not possible to define all situations or relationships which may create a conflict of interest, so each situation must be evaluated individually. However, some of the more obvious conflicts include:

- Having any interest, dealings or shareholdings in any business which either is a competitor, customer, supplier or partner of the Group or is seeking to become one.
- A close family member (including children, in-laws, partner or spouse) having any interest, dealings or shareholdings in any business which either is a competitor, customer, supplier or partner of the Group, or is seeking to become one.

- Having a close or longstanding relationship/friendship with a business which either is a competitor, customer, supplier or partner of the Group, or is seeking to become one.

In all cases, individuals have a responsibility to assess the potential conflict. Actual or perceived conflicts of interest must be disclosed.

Where Do I Record My Disclosure?

Disclosure should be made to the Company Secretary of the Group for inclusion in the register and you must alert your Company's Human Resources Department. Employees making positive disclosures will be asked on an annual basis to review conflicts of interest.

Responsibilities

Actual conflicts of interest must be avoided and potential conflicts of interests carefully managed. The Company Secretary shall review the disclosed interest, discuss it openly with Company's Human Resources Department, and Board or the Executive Management Group as applicable, and shall advise on how the issue is to be managed so that employees do not become involved in or influence situations where actual conflicts of interest occur.

Other Employment

If you wish to undertake other work while you are employed by the Group, then you must obtain prior written consent from your Line Manager and the Company's Human Resources Department.

Further Advice

If you are in any doubt as to whether a conflict of interest exists discuss the situation with your Line Manager, Human Resources Department or the Company Secretary.

Breaches of this Policy

Any employee who breaches this policy will face disciplinary action, which could result in dismissal for misconduct or gross misconduct, and a failure to comply with the above procedures may result in legal action being taken.

This policy may be changed at any time, in accordance with the practices and needs of the Company. It will also be reviewed on a regular basis and updated in accordance with changes to relevant legislation.

This document is a statement of Company policy, is non-contractual in its effect and does not form part of employees' terms and conditions of employment.