



## ETHICAL BUSINESS CONDUCT POLICY

The Costain Group PLC (the "Company") recognises the importance of adhering to the principles of ethical business conduct in the successful delivery of its activities and is committed to operating its business, both sustainably and responsibly.

This policy applies to all subsidiaries of the Company worldwide, their officers, directors and employees whether permanent or temporary. It also applies to all Company supply chain partners, including agents, consultants, joint venture partners and subcontractors ("Associated Persons").

This policy is a declaration of the Company's intent of ensuring that all Associated Persons act and are seen to act with uncompromising honesty and integrity in everything they do. It is based on the following core values that underpin the way we act at work:

- Creating a safe working environment free from harm;
- Providing a healthy working environment for all our people;
- Demonstrating uncompromising honesty and integrity in everything we do;
- Encouraging open, honest and respectful communications;
- Providing innovation in the workplace in order to deliver efficient, innovative and sustainable solutions to our customers;
- Valuing an inclusive, diverse and talented workforce.

This policy sets out the corporate standards for upholding ethical business practices and demonstrates our commitment to acting honestly and in a professional and ethical manner. If you are in doubt, we strongly encourage you to ask your line manager for advice.

**Bribery, Fraud and Corruption:** We must not engage in any other fraudulent or corrupt business practice [see the [Anti-Bribery Policy](#) and the [Fraud Prevention Policy](#)].

**Conflicts of Interest:** We must avoid situations where personal interests or outside activities could be in potential conflict with those of the Company.

**Competition:** We must not act anti-competitively [see the [Competition Law Compliance Policy](#)].

**Compliance with the law:** We must comply in full with all relevant laws and regulations.

**Community Support and Fundraising Activities:** We must support the local communities in which we operate [see the [Employee Volunteering Policy](#)].

**Gifts and Hospitality:** We must comply with the policy on being offered, giving or receiving hospitality and gifts and their recording [see the [Anti-Bribery Policy](#)].

**Insider Trading:** We must not trade in shares if we have access to non-public, price sensitive information [see the [Share Dealing Code and Guidelines](#)].

**Political Contributions:** We must not use Company funds and resources to contribute to any political campaign, political party, political candidate or any of their affiliated organisations.

**Whistle Blowing:** If you have a concern about the conduct or any employee or anyone representing the Company we want to know about it. [see the [Whistle Blowing Policy](#)].

This policy (and all associated policies and procedures) will be reviewed annually.

Signed: .....

  
A. Wyllie (Chief Executive Officer)

Date: 6<sup>th</sup> Feb 2015