STANDARDS OF BUSINESS CONDUCT REQUIRED FROM Q3 EMPLOYEES POLICY

INTRODUCTION

Q3 Facilities Holdings Limited (Q3) (including all subsidiary companies such as Q3 Services Group Limited, Q3 Security Limited, Q3 Grounds Services Limited, Q3 Technical Services Limited and Q3 Services (CI) Limited) expects its staff (including temporary, agency, interim, contractor or consultant staff) o be scrupulously impartial, honest and professional in all matters relating to the Company and the performance of their role. All staff also bear a responsibility to act as ambassadors for the Company, ensuring that their conduct, both within and outside the organisation, does not bring the Company into disrepute.

This policy outlines the responsibilities of staff working for the Company.

The duties of an employee arise under Common Law and are supplemented by statutory obligations.

Under Common Law the duties of an employee are as follows:

- to be ready and willing to work.
- to offer their services personally: for example, they must not subcontract the work for which they are employed.
- to take reasonable care in the exercise of that service, including the duty to be competent at work and to take care of the Company's property.
- to not wilfully disrupt the Company's business.
- to obey all reasonable and lawful instructions relating to the time, place, nature and method of service.
- to work only for the Company in the Company's time.
- to disclose information to the Company relevant to the Company's business: for example, that they might know or discover.
- to hold solely for the Company the benefit of any invention relevant to the business on which the Company is engaged.
- to respect the Company's trade secrets.
- in general, to be of good faith and do nothing to destroy the trust and confidence necessary for employment.
- to account for and properly declare all benefits, whether monetary or in kind, received in the course of employment.
- to not give or receive bribes or otherwise act corruptly
- to indemnify the employer for loss caused by the employee's wilful misconduct, negligence, or breach of duty, to the extent permitted by law.

United Kingdom statute places further responsibilities on individual employees in relation to their conduct and their behaviour towards colleagues, clients, contractors and members of the public.

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STANDARD OF CONDUCT REQUIRED BY THE COMPANY
Bribery and Other Corrupt Behaviour

Q3 has a strict anti-bribery and corruption policy in line with the Bribery Act 2010. A bribe is defined as: giving someone a financial or other advantage to encourage that person to perform their functions or activities improperly or to reward that person for having already done so.

If an employee bribes, attempts to bribe, solicits, or knowingly accepts a bribe, intending either to obtain or retain business for the company, or to obtain or retain an advantage in the conduct of the company's business this will be considered gross misconduct. Similarly accepting or allowing another person to accept a bribe will be considered gross misconduct. In these circumstances the employee will be subject to formal investigation under the Company's disciplinary procedures, and disciplinary action up to and including dismissal may be applied.

Gifts and Hospitality

In addition to the duties placed on employees by Civil and Statute Law. Q3 requires its employees to ensure that gifts and hospitality offered by suppliers, potential suppliers, or other business contacts must generally be declined. This applies, whether the gifts or hospitality are offered within, or outside normal working hours. The only exceptions to this are trivial, low-value gifts with a nominal value of less than £10 such as a calendar, diary, chocolates or mugs can be accepted. All other gifts must be politely refused or, if received through the post, returned to the donor with a suitably worded letter signed by your line manager.

Any repeated or cumulative gifts from the same source must be declared to a line manager, regardless of individual value.

Transaction of Private Business

Employees having official dealings with contractors and other suppliers of goods or services must avoid transacting any kind of private business with them where this could give rise to a conflict of interest, or the perception of a conflict of interest by any means other than the Company's normal commercial channels. No personal favours or transactions should be sought or accepted.

Visits to Conferences, Demonstrations etc

The Company intends that when it is necessary for employees to visit conferences, demonstrations and similar occasions, it should bear the travelling and subsistence expenses itself unless otherwise approved in advance by a senior manager.

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Attendance at Luncheons, Receptions etc

Where it is clear that Q3's legitimate business interests will be supported or facilitated, and no conflict of interest arises, invitations to attend receptions, luncheons, dinners or similar hospitality events may be accepted only in accordance with the following requirements:

- No employee may accept an invitation without the prior approval of their line manager.
- In exceptional circumstances where it is genuinely not possible to obtain prior approval, the employee must declare the invitation and the circumstances to their line manager immediately afterwards.
- Where an invitation is addressed personally to an employee, it must not be transferred to another individual unless prior approval has been obtained from a senior manager and the consent of the organisation or individual issuing the invitation has been given.
- Invitations involving attendance outside normal working hours may be accepted only with the express approval of the employee's line manager.
- Employees must decline any invitation where acceptance could give rise to a conflict of interest, the perception of improper influence, or bring the Company into disrepute.
- As a general rule, if an employee is uncertain about the appropriateness of accepting any hospitality, the invitation should be politely declined.

Employees should note the distinction between attendance at events in an official Company capacity and the acceptance of hospitality offered by private individuals or organisations. The latter must be approached with particular caution.

Identification

Employees who have been issued with identity badges should wear or carry these at all times whilst carrying out their duties, unless otherwise authorised.

Confidentiality

At all times confidentiality must be maintained. No confidential or commercially sensitive information may be released to unauthorised persons or organisations. The Chief Executive / Business Owner or other Senior Managers of the Company will inform employees of those authorised to receive information.

This obligation includes personal data, which must be handled in accordance with applicable data protection legislation and Company policies.

If doubt exists as to the validity of an organisation or individuals to receive information, this must be checked with your line manager.

Personal Relationships

If a personal relationship between two employees develops within the working environment, the onus is on the senior employee concerned, or any employee with managerial responsibility to bring this to the attention of their manager to confirm that there is no conflict of interest, nor will a conflict of interest arise. The Company reserves the right to move one of the employees concerned if it deems it necessary to do so.

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Outside Interests and Employment

Outside interests include directorships, ownership, part ownership or material shareholdings in companies, business or consultancies likely to seek to do business with the Q3 These must be declared promptly and in writing to the individual's line manager as should the interests of a spouse / partner or close relative.

Political and civic activities

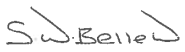
It is not the intention of Q3 or this policy, to dissuade employees from participating actively in public duties. It is important, however, that by doing so there is no suggestion to a third party that the employee is acting on behalf of, or with the support of, Q3. To avoid any misunderstanding, no Company employee should permit their company affiliation to be noted in any outside organisation's materials or activities without the express written approval of a member of senior management.

General Conduct

Employees should at all times conduct themselves in such a way as to enhance the reputation of the Company.

Q3 will support and protect employees and will not subject them to any detriment for raising genuine concerns in good faith who become aware of and are willing to report breaches of this policy or who genuinely believe that a breach is occurring, has occurred or is likely to occur within the business. Employees should raise the issue internally with their manager or supervisor or in accordance with the Company's Policy on Disclosing Information ('Whistleblowing').

These standards of conduct are intended to underpin and clarify standards required by the Company of its employees and form a fundamental part of the terms and conditions of employment. Staff who fail to comply with the guidance detailed in this Policy could be subject, following full investigation, to disciplinary action up to and including dismissal. If through their actions or omissions staff are found to be in contravention of either this Policy or, indeed, their legal responsibilities then the Company reserves the right to take legal action where it considers this to be appropriate and lawful.



Stuart Bellew
Chief Operating Officer
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