

HR POLICY DOCUMENT

Code of Ethics – UK & Republic of Ireland | v4 | 16/01/2018

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1.0 Introduction and Scope

Sodexo is committed to operating all aspects of its business in accordance with uncompromising ethical standards. The Sodexo Statement of Business Integrity is the framework for this Code of Ethics.

Employees should never compromise adherence to such standards in favour of financial or other business objectives.

Sodexo requires its companies, and their employees, to observe the highest standards of integrity and honesty and act with due skill, care, diligence and fairness in the conduct of business.

This Code of Ethics is intended to promote honest and ethical conduct and compliance with law and to deter wrongdoing and encourage disclosure of conflicts of interest.

It is the responsibility of all managers to ensure that this Code of Ethics and standards are communicated, understood and acted upon. They are required to positively promote them by personal example and are not entitled to permit any exceptions to the required behaviour.

All managers should familiarise themselves with this Code of Ethics and must comply with and promote this Code. Failure to act in compliance with this Code will result in appropriate disciplinary action against both the employee committing the breach and others who condone it. It may also result in criminal sanctions such as in relation to breaches of anti-bribery laws.

The standards set out in this Code are general and do not address each and every situation that may confront employees.

Employees should not engage in unethical activities by seeking loopholes, shortcuts or technicalities. Every action should be judged by considering whether it is legal, fair to all concerned and would withstand the scrutiny of people outside the Company.

In appropriate cases, guidance on the application of this Code to particular situations should be sought from an employee's line manager. In addition, the Legal Department and Group Internal Audit are available on a confidential basis as independent sources of advice.

It is the responsibility of each employee to adhere to this Code of Ethics and report promptly any violations of which they become aware.

Details of the procedures for raising integrity concerns along with contact details are given at the end of this document. Sodexo actively encourages employees to raise issues of concern and will ensure that employees who raise an issue in the public interest will be protected from any adverse impact on their employment. Please see the Whistleblower policy on Sodexo_Net for more information.

2.0 Code of Ethics Standards

2.1 Business Practices

Sodexo Companies, and their employees, must comply with the laws of the countries in which they operate, with appropriate national industry codes of practice and with the high ethical standards of honesty and integrity specified by Sodexo.

Whilst Sodexo does not expect its employees to be experts in legal matters, it is the responsibility of all employees to ensure that they are familiar with all relevant laws, regulations, practices and codes of practice as they relate to their job.

Employees should seek advice from the Legal Department if they have a question concerning the application of the law. In relation to bribery matters, employees can also seek advice from any member of the Disclosure Review Committee (which is chaired by the UK & Ireland Human Resources Director and comprises the General Counsel, the Head of Internal Audit and the CFO or a delegate).

Employees should ensure that within their sphere of business activity, Sodexo Companies carry out their contractual obligations in a proper and timely manner and are not in breach of contract.

Sodexo employees must not offer, promise or give anything of value to influence improperly another person in order to obtain business for Sodexo or request or accept anything of value as a reward for, or as an inducement to act improperly in relation to the awarding of business by Sodexo. Bribes can include money, gifts, hospitality, expenses, reciprocal favours, political or charitable contributions, or any direct or indirect benefit or consideration. Sodexo will not tolerate any employee or third party being involved in any level of bribery or corruption. This applies to the public and private sectors. Sodexo's policy on bribery is set out in Sodexo's Anti-Bribery Policy on Sodexo_Net.

The exchange of gifts with customers and suppliers is a normal and acceptable business practice. Gifts, entertainment and personal favours may only be offered to a third party if modest in value, if they are consistent with customary business practice and in compliance with the Anti-Bribery and Gifts & Hospitality policies which can be found on Sodexo_Net.

No gifts, entertainment or personal favour may be offered in contravention of any applicable law or code of practice.

No employee should seek or accept a gift, entertainment or personal favour which might reasonably be believed to have any improper influence on business transactions, specifically during a tender process. No offer of entertainment should be accepted unless the offer is within the bounds of acceptable business hospitality (i.e. does not create or could be construed to create an obligation) and is in compliance with the Gifts & Hospitality policy.

Gifts which do not meet the above criteria should be reported to your Segment or Function Managing Director who shall determine how they should be dealt with.

Sodexo funds will not be used in payments, direct or indirect, to government officials, people participating in government bodies, employees of state organisations or representatives of political parties, or for unlawful or improper purposes.

2.2 Working Environment

All employees shall be treated with equal respect and dignity and shall be provided with equality of opportunity to develop themselves and their careers.

Sodexo is striving to achieve diversity at all levels of the organisation and values the individuality, diversity and creative potential that every employee brings to its business - and supports the continuous development of their skills and abilities.

Judgement about people for the purpose of recruitment, development or promotion shall be made solely on the basis of a person's ability and potential in relation to the needs of the job.

Overall success and advancement within Sodexo shall depend solely on personal ability, behaviour and work performance.

All employees are entitled to a work environment free of verbal, physical and sexual harassment.

2.3 Political Activity

Any political contributions by Sodexo must be approved by the Executive Committee of Sodexo UK and Ireland.

Approval will not be given to any political contributions which, by their scale or affiliation, might be seen as excessive or inappropriate. Sodexo's accounting procedures require any political contribution to be reported in the statutory accounts.

Employees intending to take public positions on behalf of Sodexo should refer to the HR Director UK & Ireland in order to obtain approval.

2.4 Conflicts of Interest

Employees dealing with Sodexo business must act in the best interests of Sodexo and must disregard any personal preference or advantage and should avoid conduct that presents an actual or potential conflict of interest.

Employees should avoid entering into situations in which their personal, family or financial interests may conflict with those of Sodexo.

Where any potential conflict of interest may arise the employee shall declare that interest in writing to their line manager.

Examples of conflict to be declared and resolved include:

- hiring a family member in any capacity;
- having an interest, directly or indirectly or through family, in a competitor, supplier or customer of Sodexo or one of its subsidiaries, or otherwise in an organisation that has or seeks to do business with Sodexo or one of its subsidiaries where the Sodexo employee is in a position of being able to influence decisions made about the competitor, supplier or customer;

- acquiring an interest in property (such as real estate, patent rights or securities) where Sodexo has, or might have, an interest

These examples do not extend to normal or proper financial investments in publicly quoted companies.

2.5 Insider Information

Employees must not use confidential information obtained through their employment for personal gain.

It is Sodexo policy, and a legal requirement carrying criminal sanctions, that employees in possession of confidential 'price sensitive' information (in relation to Sodexo securities) do not make use of such information to deal in securities of Sodexo or provide such information to third parties for that purpose.

The same considerations apply in relation to confidential 'price sensitive' information relating to other companies and dealing in their securities.

2.6 Property and Resources

Sodexo resources should be kept securely and should only be used for the proper advancement of its business and not for personal gain by employees.

Individuals expending Sodexo resources should recognise that they owe a duty of care to the shareholders of Sodexo who are its ultimate owners.

Commitments and expenditure should only be incurred if they are wholly, exclusively and necessarily for Sodexo business purposes and in line with Sodexo policy. This includes any expenses claimed and purchases made for which reimbursement is sought.

Sodexo resources include not only tangible assets such as materials, equipment and cash, but also intangible assets such as computer systems, trade secrets and confidential information.

Employees should observe Sodexo guidelines concerning the classifying and handling of documents and electronic data. Information generated within Sodexo, including research and development and data, costs, prices, sales, profits, markets, customers, and methods of doing business, is the property of Sodexo and must not, unless legally required, be disclosed outside Sodexo without proper authority.

2.7 Policies, Delegated Authorities and Reserved Powers

Sodexo managers are expected to familiarise themselves with, communicate to their teams as appropriate, and comply with the letter and intent of all Sodexo policies and with the reserved powers and delegated authorities established for Sodexo from time to time.

The freedom which individuals have to carry out their jobs must be exercised within both the letter and intent of Sodexo policies and procedures, reserved powers and delegated authorities. These are designed to empower people to carry out their responsibilities within a framework of corporate control and legal responsibility but do not prescribe appropriate action in every circumstance.

2.8 Financial and other Records, Disclosures and Communications

Sodexo, all Sodexo Companies, and their employees are required to keep proper accounting and other records which give a true and fair view of the financial position, results of operations, transactions, assets and liabilities so as to enable Sodexo to make full, fair, accurate, timely and understandable disclosures in all reports it is required to publish, file or submit to shareholders and regulators, and in all other communications which it publishes.

All accounting and other records will be maintained in a manner that describes and documents accurately Sodexo's true financial position and results of operations and the true nature of its business transactions, assets and liabilities.

Accounting records will be kept in accordance with Sodexo policies, relevant accounting standards and appropriate generally accepted accounting principles.

Managers must ensure that all reports published, filed or submitted to shareholders and regulators and all other communications which are published by Sodexo are full, fair, accurate, timely and understandable; they must not mislead the reader in any way nor omit anything necessary to make them full, fair and accurate.

3.0 Procedures for Raising Integrity Concerns

The integrity of the organisation is diminished whenever these standards are violated.

Should you wish to raise concerns about what might be a violation, you should speak to your line Manager in the first instance. If you are concerned that an anti-bribery breach is occurring or has occurred, you should report it immediately via the Whistleblower Hotline or to any member of the Disclosure Review Committee.

Sodexo Whistleblower Hotline: 0808 101 0945 UK)
1 800 55 87 22 (Ireland)

Disclosure Review Committee: Whistleblower.UKandIE@sodexo.com

4.0 Standard Templates & Associated Documents

Document	1	2	3	4
Procedure Document(s)	NA	NA	NA	NA

5.0 Document Control

Version	Date	CHRA Owner	Status	Updated from previous Version
Version 1	25/07/2006			Original Version
Version 1.1	12/05/2010			Reformatted
Version 1.2	01/07/2011			Bribery and Compliance
Version 1.3	01/02/2012			Clarity on remit covering the Republic of Ireland
Version 2.0	07/10/2013			Reformatting
Version 3	09/05/2016	Employee Relation and Policy	Approved	General review an update of content
Version 4	16/01/2018	ER & P	Approved	General review and added new Whistleblower number for the UK

6.0 Employee Acknowledgement

The integrity of the organisation is diminished whenever these standards are violated. Should you wish to raise concerns about what might be a violation, you must contact your line manager in the first instance.

I confirm that I have read and understood the Code of Ethics Policy:

Name: _____

Signed: _____

Date: _____

(All employees need to sign and return this form to their line manager)