



# Code of Business Conduct

Compass Group PLC

February 2011

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# INTRODUCTION

## Message from Richard Cousins

As a world leading food and support services company, we have set the very highest standards for the quality of service we provide and the way we run our business. Working within Compass Group, whether for Eurest, ESS, Restaurant Associates, Medirest, Morrison, GRSA, Chartwells, Sofra Yemek or any other member of Compass Group PLC, your actions can affect how we are viewed. Our success and future depends on each of us acting professionally, responsibly and in accordance with the standards set out in the Code of Business Conduct.



The Code of Business Conduct sets out our commitment on how to do business in a fair way: treating everyone – customers, colleagues, investors, suppliers and sub-contractors, as well as the wider community – with honesty, integrity and respect.

Every individual in Compass Group shares the responsibility to work to the standards set out in the Code of Business Conduct and to conduct our business in a professional, safe, ethical and responsible manner. This is without exception or compromise. The Code of Business Conduct brings together our policies on compliance and ethical issues and is to be followed by all employees across the Group. Please make sure you familiarise yourself with the Code of Business Conduct and the policies referred to in it.

The Code of Business Conduct is based on our beliefs and values and demonstrates our commitment to living those values in the way we conduct business. The Code of Business Conduct also refers to the Compass **Speak Up** programme which allows employees in the business to speak to someone independent and in confidence if they are unsure of what do in a particular circumstance or are concerned that the Code of Business Conduct is being broken. We all have a responsibility to “speak up”.

The Code of Business Conduct is fully supported by the Compass Group PLC Board of Directors and the senior leadership team.

A handwritten signature in black ink that reads "Richard Cousins".

**Richard Cousins**  
Group Chief Executive  
February 2011



**Q: Why do we need a Code of Business Conduct?**

**A:** The Code of Business Conduct is a demonstration of our commitment to obtaining and maintaining the highest level of ethical standards wherever we operate. The Code of Business Conduct sets out what Compass expects of its employees, business partners and suppliers and provides guidance on how Compass employees should live the Compass values in their everyday work around the world.

**Q: How does the Code of Business Conduct apply in different countries?**

**A:** As a global business operating in many countries across the world, Compass recognises that the laws and regulations differ from country to country, or even state to state. Each of us must take responsibility for ensuring compliance with the laws of the country in which we work. If there is any conflict between the guiding principles set out in the Code of Business Conduct and local laws in the country in which you work, you should follow and apply whichever sets the higher standard of behaviour.

# INTRODUCTION

## Code of Business Conduct

The Code of Business Conduct applies to everyone working for Compass, without exception. This includes temporary and contract staff and is regardless of location, role or level of seniority. We each have a responsibility to make ourselves aware of the contents of the Code of Business Conduct and if there is anything you are not sure about, you should speak to your Line Manager. Each of us should make sure that we fully understand what is expected from us in our roles and how the policies contained in the Code of Business Conduct apply to us.



As well as Compass employees, we should not engage any contractor, agent, consultant, supplier, client, customer, business partner or any other third party whose business practices conflict with the Code of Business Conduct.

If you are engaging any third party to act on behalf of Compass, it is your responsibility to ensure that they are made aware of the Code of Business Conduct and that they agree to act in accordance with it. Where possible, you should seek a contractual obligation from them to comply with the Code of Business Conduct and you should actively manage the third party to ensure that they continue to act in accordance with it. Any breaches of the Code of Business Conduct by third parties or examples of behaviour inconsistent with the Compass Values (as set out later) should be reported to your Line Manager. You should seek to eradicate any such behaviour and where necessary, consider terminating the relationship.

Please also remember that the appointment of professional advisors or consultants must first be approved in accordance with the Group Approvals Manual. No consultants or professional advisors may be appointed without this prior approval.

In countries where we operate in a joint venture, we will strive to apply the Code of Business Conduct as though we wholly operate the business and will proactively seek to influence our business partners to adopt similar principles.

All employees are required to follow the Code of Business Conduct and the policies contained in it (including new employees joining the Compass Group through acquisitions or contract wins). A failure to follow the Code of Business Conduct may result in disciplinary action up to, and including, dismissal.



*If you are responsible for supervising or managing colleagues within Compass, you have additional responsibilities to ensure that:*

- You are a good role model to your direct reports and by example, demonstrate good ethical behaviour;*
- All your direct reports are aware of the Code of Business Conduct and have the opportunity to discuss its application to their role – and of course, any concerns that they may have – you might consider making this a part of the annual appraisal; and*
- The Code of Business Conduct is actually being followed by those who report to you – consider this when setting objectives and work projects and act promptly if you become aware of any breaches of the Code of Business Conduct by immediately escalating the matter to your own Line Manager or local legal department.*

# INTRODUCTION

## Getting Help and Advice

It may feel easier to remain silent or ignore unethical behaviour but our commitment to integrity means that none of us should ignore a legal or ethical issue that should be addressed.

Each of us has a responsibility to report any potential or actual breaches of the Code of Business Conduct or any behaviour which is contrary to Compass Values and business principles. This duty applies whether it is you directly or if you become aware of an issue involving a colleague or a third party connected with Compass.

Where possible, you should firstly consider talking to your Line Manager about any legal or business conduct issue.

If you are uncomfortable talking to your Line Manager or it is not appropriate in the circumstances, you can also get advice and guidance from:

- your local legal team;
- Group Legal;
- your HR team;
- Group Internal Audit; or
- your local senior management team.

The Reference section which you will find on page 33 at the end of the Code of Business Conduct contains some helpful contact information.

You can also make use of our **Speak Up** facility, details of which can be found on page 6.



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### Q: Does the Code of Business Conduct contain everything I need to know?

A: You will find examples of situations that may arise during the course of your employment throughout the Code of Business Conduct, together with guidance as to how Compass expects you to behave in those situations. However, it is impossible to cover every possible scenario that may arise and as a world leading professional organisation, Compass expects each and every one of its employees to take personal responsibility for acting in accordance with the principles contained in the Code of Business Conduct.

The "Questions & Answers" are intended to answer both specific questions that may arise and also illustrate more generally how we expect you to behave.

# INTRODUCTION

## Speak Up

'Speak Up' is a Group-wide facility in Compass for our people to confidentially raise their concerns over actions and behaviour that they feel may be improper, unsafe, unethical or even illegal; issues that they feel they cannot raise with their Line Manager or through normal procedures. Employees can do this via a confidential telephone helpline and web-site, which is run by an independent specialist provider and is available 7 days a week, 24 hours a day.



Our reputation is based on the standards we set for the quality of services we provide; our operating controls and practices; and our ethics and integrity. If these standards are compromised, we undermine our reputation and place at risk the security and future success of the business. We cannot allow this to happen. We all share the responsibility for conducting our business in a professional, safe, ethical and legal manner.

Key to achieving this is to have a culture of open, honest communication, where our people feel that they are able to raise with their Line Managers or supervisors activities or behaviour that they feel breach these standards, and potentially put themselves, their colleagues, our clients and customers, our business and our reputation at risk.

Whilst we believe we have such a culture, we want to ensure that every one of our people feels empowered to "speak up" on these issues. However, it's not always that simple. For whatever reason, people sometimes feel that they cannot "speak up".

The **Speak Up** programme provides a confidential way for our people to raise issues where they feel their safety, that of their colleagues or of our clients, customers and business partners, our standards or our reputation are being placed at risk.

All issues are handled by independent specialists, who are not employed by Compass Group. Contact with **Speak Up** is completely confidential and there is no requirement for you to leave your details, unless you are comfortable doing so, although it would be more helpful to ensure a more complete investigation if you gave your personal details. Each report is forwarded to a specially trained 'case manager' who conducts a confidential investigation into the reported issue.

In many countries the **Speak Up** helpline has been set-up in more than one language, e.g. Kazakhstan, where operators are available who speak Kazakh, Russian and English.

If you would like feedback or an update, you can re-contact **Speak Up** using a unique identification number around 14 days after your original report was made. Compass will not tolerate any reprisal for reporting a problem, raising a concern or assisting in an investigation. Anyone found to be involved in retaliation against any individual who has raised concerns in good faith will be subject to disciplinary action.

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**Q:** My manager has asked me to do something that I don't think is right. I tried to discuss it with him but he just told me to get on with it. I'm worried that my manager will make things very difficult for me or I will lose my job if I call Speak Up about this.

**A:** We would always encourage you to talk to someone if you become aware of an issue that is a concern to you. If you are unable to talk to your Line Manager about this or any other senior colleagues, we recommend you call **Speak Up**. Any issues you report or raise will be investigated and we will not tolerate any retaliation against you for reporting the matter. You must do the right thing and report the matter.

*A link to further information on the **Speak Up** programme can be found in the Reference section of the Code of Business Conduct on page 32.*

# VISION & VALUES

Our Visions and Values capture in words the spirit of Compass and what we stand for. They guide the decisions, actions and behaviours of our people; are evidenced in our customers' experience of the service we deliver every day globally; and drive our performance and growth.

**great** people  
**great** service  
**great** results



## **Our Vision** – sets out what we want to be

*To be a world-class provider of contract foodservice and support services, renowned for our great people, our great service, and our great results.*

## **Our Mission** – sets out how we are going to achieve this

*Everyone in Compass is committed to consistently delivering superior service in the most efficient way, for the shared benefit of our customers, shareholders and employees.*

## **Our Guiding Principles** – these set out what guides our decision making

**Safety, Health and Environment First** – never to compromise on the health and safety of our customers and our people, and to manage responsibly the impact that our business has on the environment;

**Delivering for Clients and Consumers** – to earn the continued loyalty of our customers by consistently demonstrating why we are the first choice for quality, service, value and innovation;

**Developing our People and Valuing Diversity** – to recognise the diversity and contribution of our people. We create a work environment that is challenging and provides the opportunities and support for everyone to develop, learn and succeed;

**Profitable Growth** – to deliver shareholder value through disciplined, sustainable growth, underpinned by strong governance, that contributes to and leverages the benefits of our global scale; and

**Constant Focus on Performance and Efficiency** – to deliver the highest quality and performance, whilst relentlessly driving to be the lowest cost, most efficient provider.

## **Our Values** – these set out what we collectively believe in and guide our behaviours.

**Openness, Trust and Integrity** – we set the highest ethical and professional standards at all times. We want all our relationships to be based on honesty, respect, fairness and a commitment to open dialogue and transparency;

**Passion for Quality** – we are passionate about delivering superior food and service and take pride in achieving this. We look to replicate success, learn from mistakes and develop the ideas, innovation and practices that will help us improve and lead our market;

**Win Through Teamwork** – we encourage individual ownership, but work as a team. We value the expertise, individuality and contribution of all colleagues, working in support of each other and readily sharing good practice, in pursuit of shared goals;

**Responsibility** – we take responsibility for our actions, individually and as a Group. Every day, everywhere we look to make a positive contribution to the health and wellbeing of our customers, the communities we work in and the world we live in; and

**Can-do** – we take a positive and commercially aware "can-do" approach to the opportunities and challenges we face.

If you are faced with a situation where you are unsure of the correct course of action to take, you may find it helpful to ask yourself the following questions:

1. Is the action legal?
2. Is it in line with the Compass Values?
3. Does it conflict with our Guiding Principles?
4. What would others think about this? and
5. Would you be comfortable if it was reported in a newspaper?

If you still have concerns after considering these points, make sure you seek guidance from your Line Manager, your local HR team or your local Legal team.

Don't forget, you can always discuss any concerns or issues that you may have by contacting **Speak Up**.

# THE COMPASS WAY

Compass prides itself on its great food and great service. We work with some of the most renowned chefs in the world and employ those we believe to be the best in our industry.

The menus and dishes our chefs create provide a choice of high quality, nutritious and well balanced food. It is our innovation that makes us a market leader. We relentlessly pursue delivering the highest quality in the most efficient way.



## Food Safety

Our primary concern is that the food we serve is prepared to the very highest standards using quality products and ingredients. As a very minimum we will comply with all relevant food safety legislation and approved codes of practice.

To ensure best practice we have developed a common minimum operating standard and set of behaviours which must be practiced at every location we operate. These are based on sound science, regulatory requirements, and industry best practice.

We regularly measure compliance against these standards and implement performance objectives to assure our clients and customers that we are providing food which is safe to eat whilst meeting their quality expectations.

All employees who work with food are expected to ensure that:

- Food is always prepared under sanitary conditions that do not expose it to the risk of contamination;
- They are provided with the information, training and tools necessary to do their job in a hygienic and compliant manner; and
- They comply with all company food safety policies and procedures.

Management assumes the role of supervision of our employees for compliance and conformance with these standards.

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**Q:** I have noticed that one of my colleagues sometimes forgets to wash her hands before preparing food. Should I say something to her?

**A:** Your hands can easily spread bacteria around the kitchen and onto food so it is really important that you always wash your hands thoroughly before and after any food preparation, as well as after you have been to the bathroom or touched waste bins/trash cans. Please do remind your colleague of this and if appropriate, raise it with your Line Manager.

*A link to our Food Safety Policy Statement can be found in the Reference section of the Code of Business Conduct.*

*Don't forget, you can always discuss any concerns or issues that you may have by contacting Speak Up.*

# THE COMPASS WAY

## Responsible Supply Chain

As a Group, Compass purchases goods and services from a wide variety of suppliers from large international organisations to specialist local suppliers, all over the world.

Where possible, we source food and ingredients from growers and producers local to our units, purchase from organic producers and participate in fair trade initiatives. We place great emphasis on sustainable sourcing.

We recognise that there will be suppliers in some countries that will find it harder to meet the exacting standards expected of large international corporations. In those cases, we will expect such suppliers to meet the requirements of the Compass Small/Medium Enterprise Audit and to demonstrate continuous improvement.

As a minimum, our procurement activity will comply with relevant Food Safety and Health and Safety standards, Codes of Practice, Company regulations, laws and standards in the countries in which we operate and will reflect our ongoing commitment to sustainable food procurement and corporate responsibility ("CR").

Compass constantly strives to find the right balance between building long-term supply relationships based on the compatibility of values and behaviour, as well as quality and price.

Suppliers are selected and retained through a non-discriminatory bidding and tendering process. Our positive selection of suppliers includes, where practicable, a review of the supplier's policy and activities in relation to good CR practices. We expect our larger suppliers to meet a robust set of CR criteria and we encourage and assist the adoption of best practice amongst all suppliers and expect all of our suppliers to abide by the law and to recognise our Code of Ethics.

If your role involves selecting or working with suppliers you should ensure that, from the point of search and selection, through to supply and payment, your relationship is conducted in accordance with the guiding principles of responsible and ethical trading.

As a minimum we will act within the Base Code of the Ethical Trading Initiative which is an internationally recognised code of labour practice, the key elements of which are:

- Freedom of association and the right to collective bargaining is respected;
- Working conditions are safe and hygienic;
- Child labour shall not be used;
- Living wages are paid;
- Working hours are not excessive;
- No discrimination is practised;
- Regular employment is provided; and
- No harsh or inhumane treatment is allowed.

You can find out more information about our work with suppliers by reading our Purchasing and Supply Policy Statement. A link to this is contained in the Reference section of the Code of Business Conduct.

**Q:** One of the suppliers who is tendering for business with Compass has indicated that if we tell him what price the other potential suppliers are offering, he will guarantee to offer us greater savings. This could be great news from a financial perspective for Compass but I feel a bit uneasy about it. What should I do?

**A:** You are right to feel uneasy about this. If something doesn't feel right, it probably isn't. Whilst it is important to look after the best interests of Compass at all times, you should never share supplier information with other suppliers. Not only is this a breach of confidentiality but you may also be breaking the law. You should explain to the Supplier that what he has suggested is unethical and is not allowed by Compass. You should report the matter to your Line Manager and you may wish to consider whether this supplier is one that you wish to continue doing business with.

*If you have any concerns about the conduct of our suppliers or any Compass employee relationships with suppliers, please speak to either your Line Manager or your local procurement manager.*

*Don't forget, you can always discuss any concerns or issues that you may have by contacting **Speak Up**.*

# PERSONAL INTEGRITY

## Conflicts of Interest

Employees must take care to ensure that no conflict of interest – actual or perceived – arises between their duty as a Compass employee, and any interests outside of work.

Conflicts of interest can arise in many ways:



**Other work interests and affiliations:** undertaking employment for other companies whilst employed by Compass or being affiliated to other organisations can create conflicts of interest. For example:

- having a financial interest in another company or organisation;
- holding a Director or consultant position;
- performing services outside of your Compass role; or
- having a second job.

If any of the above relate to a company or organisation that may be considered a competitor of Compass or a client, contractor or supplier to Compass, a conflict of interest may arise.

Some arrangements of this kind are never permissible – you should not work or provide services for any company or organisation that you deal with in your role at Compass. If you are considering taking on additional work outside of Compass that may result in a perceived or actual conflict of interest, you should disclose this to your Line Manager and seek their written approval to continue with your plans.

**Working with close relatives:** if you become aware that a close relative works for or provides services to a competitor, client, contractor or supplier, you should discuss the matter with your Line Manager.

As a general rule, a relative should not have any business dealings with you and where at all possible, with anyone in your business unit or anyone who may report in to you. For the purposes of the Code of Business Conduct, we consider that a “close relative” would include a spouse, partner, parent, step-parent, child, step-child, sibling, step-sibling, nephew, niece, aunt, uncle, grandparent, grandchild or in-laws.

## Board of Directors

We recognise that as a professional organisation, our employees may sometimes be asked or invited to serve on the board of directors of another organisation, and this can, in some circumstances, raise a conflict of interest or a legal issue. Before you accept a position as a board member for any organisation (including not-for-profits), you should first get written approval from your country Managing Director.

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**Q:** We are looking to recruit some additional catering staff in the unit where I work. My daughter is looking for some part time work before she returns to university and I am wondering if I can put her name forward for a role?

**A:** If you think that your daughter is suitable for the vacancy and has the right personal attributes and experience, then we would encourage you to speak to your Line Manager and recommend her for consideration. You must make it clear that you are related and should have no involvement in the recruitment process and the vacancy should be for one that you do not directly supervise or work closely with.

*You can get further advice and support regarding conflicts of interest from your Line Manager, your local legal team or your local HR team.*

*Don't forget, you can always discuss any concerns or issues that you may have by contacting **Speak Up**.*

# PERSONAL INTEGRITY

## Conflicts of Interest (cont'd)

### Investments

Conflicts of interest may occur if investments are made in competitors, suppliers or customers. Any "substantial interest" in a competitor, supplier or customer requires the prior written approval of your country Managing Director.

For the purposes of the Code of Business Conduct, a "substantial interest" means any financial interest that might actually or be perceived to influence your judgement. Investments in public companies which are quoted on a recognised stock exchange (such as the CAC 40, NYSE or the London Stock Exchange), where your ownership is less than 1% of that company, are acceptable.

Many actual or potential conflicts of interest can be resolved in a way that is acceptable for both Compass and the individual. The important thing is to highlight the potential conflict so that an appropriate course of action can be agreed.

If you are concerned that you (or a colleague) may have a conflict of interest, you must disclose this to your Line Manager. Failure to disclose a conflict of interest may lead to disciplinary action.

### Insider Trading

Trading using "inside information" is a criminal offence in the UK, US and many other countries. Inside information is material information about a company which is known to directors and employees of the company but has not been released to the public. It may also relate to another publicly trading company. Sharing inside information or using it to buy or sell shares is not allowed.

You should not buy or sell Compass shares (or those of any other listed company) if you are in possession of inside information. You should not ask other people to trade on your behalf or confide in others with the inside information that you have.

No inside information should be disclosed by any business without the prior written approval of either the Group Chief Executive, Group Investor Relations, Group Media Relations or the General Counsel & Company Secretary who will:

- Ensure that the inside information is made available as required by law;
- Release the inside information via the London Stock Exchange (or such other permitted mechanism); and
- Make announcements available on the Compass Group PLC website.

Full contact details for these departments can be found in the Reference section of the Code of Business Conduct.

**Q:** We have been working on agreeing a joint venture agreement with a new business partner which, if successful, could really grow the business of both companies. I am aware that my sister and brother-in-law have some shares in the other company that they have been thinking of selling. I would like to ensure that they receive the best price for their investment and tell them to hang on to the shares until our business relationship is announced. Will I get into trouble for doing this?

**A:** Yes. The information you have about the new joint venture relationship is confidential and should not be shared. It is likely to be considered material information as investors (such as your family) would probably consider the information when making a decision about their shares. You must not disclose the information.

*Material information is information which would be likely to affect the company's share price, once it is known to the public. For example, information about a management restructure, new product information, significant new contracts, major litigation or earnings statements or forecasts.*

*You can get further advice and support regarding conflicts of interest and insider trading from your Line Manager, your local legal team or your local HR team.*

*Don't forget, you can always discuss any concerns or issues that you may have by contacting **Speak Up**.*

# PERSONAL INTEGRITY

## Gifts and Hospitality

We appreciate that giving and receiving gifts or hospitality can help build goodwill in business relationships but they are only appropriate in limited circumstances.

In no circumstances should any employee offer, give or accept any gift or hospitality, regardless of value, which might be construed as influencing a business decision.

Consider the following points when you are faced with an opportunity to give or receive gifts or hospitality:

- What is your intention when offering a gift or hospitality or what do you think is the intention of the business partner when offering the same to you?
- Is the intention to build a business relationship or to influence a business decision such as the award of a tendered contract?
- Is the nature of the gift or hospitality modest or could it make you (as the recipient) feel under an obligation to give something back?
- Have you checked to see if the gift/hospitality is legal in the country of both the recipient and the offeror? Be particularly careful when considering gifts or hospitality for government officials as some countries do not allow this.
- Have you checked if the recipient of the gift or hospitality is allowed under their gifts policy to receive this?
- Are you happy to justify giving or receiving the gift or hospitality? If it doesn't feel right, it probably isn't.

## Does it matter what kind of gift or hospitality I offer?

There are some kinds of gifts or hospitality which should never be considered as acceptable. You should not give, offer, receive or approve any:

- Gifts or hospitality involving third parties involved in any competitive bid or tender process that you are – or may be considered to be – involved in;
- Gifts or hospitality that would be illegal under local laws such as offering a gift to a government official which may be seen as a bribe under local law – please ensure you are familiar with your local legal obligations;
- Payments of cash (or cash equivalents) or paying someone else's personal bills or expenses;
- Any hospitality that might be in breach of this Code of Business Conduct or that may be considered indecent or inappropriate as part of a business relationship or which may have a negative affect on Compass' reputation; and
- Gifts or hospitality that you are not prepared to report or seek approval for internally irrespective of whether you use personal or company hospitality.

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**Q:** I have been in discussions for many months with a local government body about outsourcing support services. I have now been invited to the wedding of the daughter of a local government official. It is expected in my culture that guests will give cash gifts at the wedding. Is this acceptable?

**A:** We appreciate that cultural differences may sometimes present us with difficult situations and whilst we wish to always remain sensitive to this, offering a cash gift is strictly prohibited, regardless of the circumstances. It may be appropriate to offer a non-cash gift, but you must discuss this first with your Line Manager and get his/her prior approval before giving out any gift.



# PERSONAL INTEGRITY

## Gifts and Hospitality (cont'd)

You must always seek prior approval from your Line Manager before offering or accepting any gift or hospitality.

### For Top 10 Countries

You must always seek approval from your Managing Director (or other appropriate officer designated by your Managing Director) before offering or accepting any gift or unbudgeted hospitality\* which may exceed, **for each recipient**, the following limits in any 12 month period commencing 1 October each year:

- Hospitality (including meals) that exceeds the lower of (a) £3,000 or (b) the lower local limit set by your country Managing Director;
- Gifts valued at more than £100 (or any lower local limit); or
- Travel or overnight accommodation provided or offered by way of hospitality.

In addition, prior approval must be sought from your Group Managing Director for a) any hospitality valued at more than £5,000 (for up to 5 people); b) any hospitality valued at more than £7,500 (for between 6 - 10 people) or c) gifts valued at more than £500. AIC approval must always be sought for gifts valued at more than £2,000 and for hospitality valued at more than £75,000.

### For All Countries outside of Top 10

You must always seek approval from your Managing Director (or other appropriate officer designated by your Managing Director) before offering or accepting any gift or unbudgeted hospitality\* which may exceed, **for each recipient**, the following limits in any 12 month period commencing 1 October each year:

- Hospitality (including meals) that exceeds the lower of (a) £1,500 or (b) the lower local limit set by your country Managing Director;
- Gifts valued at more than £100 (or any lower local limit); or
- Travel or overnight accommodation provided or offered by way of hospitality.

In addition, prior approval must be sought from your Group Managing Director for a) any hospitality valued at more than £2,500 (for up to 5 people); b) any hospitality valued at more than £5,000 (for between 6 - 10 people) or c) gifts valued at more than £250. AIC approval must always be sought for gifts valued at more than £1,000 and for hospitality valued at more than £75,000.

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**Top Ten Countries:** US, Canada, Brazil, Germany, Spain, France, UK, Italy, Australia and Japan.

\* *Hospitality (whether provided at a Group operated venue or purchased from a third party) that has already been included in a cost-centre budget, which has been approved as part of the setting of that financial year's budget by the relevant country's GMD and which is subject to periodic reviews during the financial year, is not subject to the financial thresholds set out above and is deemed to have already received an appropriate level of scrutiny and authorization. The requirements of this policy as to the time at which hospitality is offered and so on (e.g. not during a tender) apply.*

*Don't forget, you can always discuss any concerns or issues that you may have by contacting **Speak Up**.*

# PERSONAL INTEGRITY

## Gifts and Hospitality (cont'd)

Please note that these values are Group standards which are set out in the Group Approvals Manual, which may be subject to change from time to time. The local gifts and hospitality policy in the country in which you work may set more stringent thresholds with which you must comply. It is your responsibility to familiarise yourself both with the thresholds that apply in your local country and the thresholds set out in the Group Approvals Manual.

### Accepting Gifts

We appreciate that in some countries and cultures, it may be considered an insult to decline a gift that is offered to you but would otherwise be in breach of the Code of Business Conduct. In such circumstances, you may accept the gift but you must immediately report it to your Line Manager who will advise whether you can keep the gift, if it should be returned to the donor or sold with the proceeds being donated to charity.

Under no circumstances should you accept any gifts of cash (or cash equivalents such as a bank cheque, money orders, investment securities or payment of personal bills or expenses).

### Visits from Government, Joint Venture, Public and State Owned Company Delegates

Due to the nature of our business, we sometimes receive visits from government, joint venture or state owned company delegates to our offices or sites where we operate around the world. Whilst it is acceptable to promote, demonstrate and explain the benefits of the services that Compass offers, there should be no attempt to influence any decisions by offering personal benefits.

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#### *Gift and Hospitality records and approval*

*All gifts, hospitality and business meals which are offered to or by Compass employees (whether accepted or declined) must be approved by your Line Manager. You should keep a copy of all your expense claims which will effectively form a record of gifts or hospitality that you provide. In addition, if you are offered any gifts or hospitality yourself, you must inform your Line Manager so that a record can be kept, regardless of whether or not you accept the offer. All Line Managers should keep a record of any gifts and hospitality that is offered to them or those that report to them. An example of such a register is available from the Group Legal Department.*

*Prior approval from your Line Manager must be sought before agreeing to pay for any travel, accommodation or expense costs of any visiting government or state officials.*

*Don't forget, you can always discuss any concerns or issues that you may have by contacting **Speak Up**.*

# COMMERCIAL INTEGRITY

## Competition and Anti-Trust

Compass takes its compliance with competition law – sometimes referred to as anti-trust law – very seriously. Breaches of competition law will not be tolerated.

The laws on competition may vary from country to country and some laws can even apply to business conducted outside the country of origin. The consequences of breaching competition law can be severe for both companies and individuals. In the EU, a company can be fined up to 10% of its group annual turnover for engaging in anti-competitive behaviour. In some countries including the US, Brazil, and the UK, individuals found guilty of certain anti-competitive practices can receive prison sentences.

One of the factors that is often considered by the authorities when reviewing whether or not a company has acted in an anti-competitive manner, is the market share that the company has. It is illegal in many jurisdictions to use anti-competitive means to acquire or maintain a monopoly or dominant position. You should liaise with your local legal team if the business area in which you operate has a significant market share.

In some countries, charging different prices to different customers can be considered anti-competitive. If you are involved in setting prices for goods or services in your business area, you must familiarise yourself with the local applicable law. Please speak to your local legal team for guidance.

### NEVER:

- agree (or even discuss) with competitors the price at which Compass will sell goods or services;
- attempt to dictate to customers the price at which they resell goods or services supplied to them by Compass;
- automatically adopt suppliers' recommended retail prices - make your own pricing decision and record it;
- agree to artificially carve up a market i.e. by agreeing how customers/contracts with any non-Compass company will be shared or by parcelling out different exclusive territories to each other;
- rig bids or tenders or have any communication with competitors in relation to any bids or tenders (except, for instance, in connection with an official joint bid or joint venture being dealt with by your local legal team); and
- agree with any other company to artificially limit the production of goods or the supply of services.

### DO NOT, WITHOUT FIRST CONSULTING YOUR LOCAL LEGAL TEAM:

- charge prices which are below total costs with the intention of pushing a competitor out of the market;
- refuse to supply an existing customer (except where the customer, for instance, refuses to pay bills);
- agree to exclusive contracts lasting for more than 5 years; and
- enter into agreements that give Compass "first refusal" for future foodservice and support services opportunities on a given site.

Please note that you should consult with the Group Legal Department if you do not have a local legal team in the country in which you operate.



**Q:** We have been coming under some pressure from clients to review our contracts following the recent increase in food costs, especially wheat. It would be really helpful to understand what our main competitors are doing, as we need to remain competitive whilst ensuring that we offer our clients the best price that we can. Surely it is in our clients' best interests if we can discuss this with our competitors and come to some general agreement?

**A:** It would be illegal for you to discuss pricing plans or the possibility of fixing prices with our competitors even if you do believe that this would be of some benefit to our clients. You would be placing yourself and the company at serious risk of prosecution if you were to do this, as well as causing damage to Compass' reputation.

*Competition law regulates dealings with competitors, customers, distributors and other third parties around the world. They prohibit agreements, arrangements and concerted business practices which appreciably prevent, restrict or distort competition (or have the intention of doing so).*

# COMMERCIAL INTEGRITY

## Competition and Anti-Trust (cont'd)



### Trade Associations

Compass employees must be particularly cautious when considering joining a trade association so as to ensure that they do not put themselves at risk of engaging, or being perceived to engage, in any anti-competitive behaviour. You should not join a trade association without the approval of your country Managing Director, who will refer the matter to the Group Legal Department for confirmation. Employees are advised to maintain a careful record of any meetings with representatives of competitors.

Trade Associations should not be used as a forum to agree a common approach to a commercial issue such as price discounting. Even passive participation in meetings when discussions are taking place about, for example, agreeing prices for the market, could place you and Compass at serious risk. You should make it clear that you are not comfortable with the discussions and leave the meeting immediately. You should then report the matter to your local legal team promptly.

If you are in any doubt about your participation at trade association meetings you should consult with your local legal team.

### Money Laundering

We are all expected to comply with money laundering prevention laws.

It is Compass' policy not to accept payment for goods or services performed under contract from our clients (as opposed to end-customers) in cash, travellers cheques, third party payments or money orders. We would usually expect payments from clients to be drawn on bank accounts held in the name of the invoiced client.

Any payment that Compass makes to a supplier or other third party must also be made to a bank account titled in the name of the contracted third party. Any exceptions to this must be pre-approved in writing by either your local legal team or your Finance Director.

It is the responsibility of local management to ensure that Compass conducts its business in accordance with all local legal requirements, including compliance with any currency reporting requirements.

**Q:** One of our smaller clients has recently contacted me to ask if they could settle our invoice from a number of different accounts. Is this okay?

**A:** You are right to check if this is acceptable. We must be very careful about this kind of request as it may indicate money laundering. Please refer this matter to your Line Manager or local legal team before responding to the client as there may be a genuine reason for the client's request.

*Money laundering is the process by which criminals attempt to hide and disguise the true origin and ownership of money gained through criminal activities and can also refer to the financing of terrorism. Money may be filtered through a series of transactions in order to "clean" it and give it the appearance of being from legitimate sources.*

*You can get further advice and support regarding competition, anti-trust issues and money laundering from your local legal team or contact the Group Legal Department. Full contact details can be found in the Reference section of the Code of Business Conduct.*

*Don't forget, you can always discuss any concerns or issues that you may have by contacting **Speak Up**.*

# COMMERCIAL INTEGRITY

## Bribery and Corruption

Bribery is the giving or receiving of a gift, payment or other benefit, in order to obtain a commercial advantage. A bribe need not actually be paid – it is sufficient that it is asked for or offered. A bribe can be an issue irrespective of whether it involves private industry or government.

Bribery or corruption in any form is unacceptable and we are committed to transparency in all our business dealings. Most countries have laws that prohibit corruption. A breach of any of these laws is a serious offence which may result in fines for Compass and imprisonment for individuals.

We are committed to creating a working environment in which all our people uphold the highest standards of integrity and professionalism. This is particularly important in our dealings with governmental, federal, state, public and local authority officials in any country.

You should always abide by the following basic rules irrespective of whether you are dealing with someone in private industry or government:

- Never offer or make any unauthorised payments;
- Never attempt to induce anyone to do something illegal or improper;
- Always report any suspicions or knowledge of improper payments being offered or received; and
- Never offer or accept money (or anything of value), gifts or kickbacks, for obtaining contracts or business.

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**Q:** I am currently running a tender process amongst suppliers for potatoes. One of the potential suppliers has offered me tickets to a big football game this weekend. He cannot go but has said that I can have two tickets and take a friend. Can I accept these tickets?

**A:** You should be very wary about accepting these tickets. As you are in the middle of a tender process, you may be seen to be accepting a bribe and invitations such as this should be politely declined whilst the tendering process is underway. You should not offer or accept any gifts or hospitality which may be seen to influence a business decision. Please refer to the Gifts and Hospitality Policy (a link to this policy can be found in the Reference section of the Code of Business Conduct) for further information.

*The Compass Group Fraud Policy confirms the Group's zero tolerance approach to fraudulent, dishonest or deceptive activities or behaviour and is available on Mercury for all employees to refer to as required. You can also find a link to it in the Reference section. The Code of Ethics reinforces the Group's overall approach to doing business in an ethical way. It is also available to all employees on Mercury and a link to it can be found in the Reference section of the Code of Business Conduct.*

*Don't forget, you can always discuss any concerns or issues that you may have by contacting **Speak Up**.*

# COMMERCIAL INTEGRITY

## Bribery and Corruption (cont'd)

### Facilitation Payments

Facilitation payments are the payments of sums of money to a public official (or other person) as a way of ensuring that they perform their duty either more promptly, or at all. For example, to secure the speedy release of goods held in customs.

The giving of facilitation payments by Compass employees is prohibited. You should not make such payments, even if they are for nominal amounts or are "normal" practice in the country in which you operate.

### New Territories, New Sectors, Agents and Consultants

As part of our risk assessment procedure, the establishment of any business in a new country or territory in which Compass does not currently operate, or the introduction of a new business sector/line into an existing country, must first be approved by the Group Chief Executive and Group Finance Director using the procedure set out in the Group Approvals Manual.

In addition to this, the process for the appointment of consultants and agents to act on behalf of Compass (which is also set out in the Group Approvals Manual) has changed.

**Please consult the Group Approvals Manual to understand the latest financial limits beyond which approval must be sought. These have been significantly reduced since 1 February 2011.**

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**Q:** We have been receiving an increasing number of visits from government officials who are responsible for issuing our health and safety licences. They expect to be taken for dinner and have asked us for cigarettes, and sometimes, cash. I am worried that if I refuse them, they will not issue our licences so we cannot operate our business. What should I do?

**A:** Whilst it is imperative that we operate our business units with all the correct licences and approvals, the offering of gifts or cash to facilitate the issuance of licences is strictly prohibited. You should immediately report this matter to your Line Manager.

*You can find out more about our policy on bribery and corruption by making sure you are familiar with the Code of Ethics (a link to this can be found in the Reference section of this Code of Business Conduct) and also by seeking further guidance from your local legal team*

*Don't forget, you can always discuss any concerns or issues that you may have by contacting **Speak Up**.*

# COMMERCIAL INTEGRITY

## Reporting and Accounting

It is essential that Compass records its financial and non-financial information in an accurate and objective manner.



## Financial Reporting

All books, records and accounts must conform with the Compass Accounting Policies and Procedures Manual. The manual is a single reference source on compliance with International Financial Reporting Standards reporting for all areas of the business and enables all Compass businesses to report under a single, clearly defined set of policies.

Remember the following basic rules:

- All records must be accurate and complete and they should allow an accurate view of the business at any point in time;
- Supporting documentation should be collected at the time of a transaction;
- Accounting records and documentation should be retained in accordance with local legal and fiscal requirements, but in any case, for not less than six years;
- Annual financial statements and documents relating to acquisitions and other significant transactions should be kept permanently; and
- Fully co-operate with any internal or external audits, making sure that you provide the auditors with accurate information and allow them unrestricted access to documents and colleagues (subject always to legal constraints).

You must never:

- Falsify any record – financial or non-financial;
- Dispose or otherwise transfer any Compass assets without proper documentation and authorisation under the Group Approvals Manual;
- Make any false or misleading accounting entries or expense claims; or
- Destroy information to conceal bad practices.

If you are concerned that correct financial processes are not being followed or that any kind of false or misleading entries are being made, you should promptly report your concerns to your Line Manager. If you are uncomfortable raising the matter with your Line Manager, consider speaking to your local Finance Director, HR or **Speak Up**.

**Q:** We have had a really successful half-year and have exceeded our targets. We aren't expecting the next few months to be as easy and I am wondering if I should book some of our new client revenues into next quarter's figures to even out our performance. I don't think this will have a negative impact on the client and I won't amend the actual figures. Is this okay?

**A:** No. Any activity aimed at shifting sales or profit between reporting periods may result in a misrepresentation of our financial position and is unacceptable. Please ensure that all reporting is accurate and not misleading.

*You can get further advice and support about accurate reporting and accounts from your Line Manager, local finance team or Group Finance.*

*The Group Accounting Policies and Procedures Manual and the Group Approvals Manual contain further information and guidance on this subject and can be accessed via Mercury or via the links contained in the Reference section of the Code of Business Conduct.*

*Don't forget, you can always discuss any concerns or issues that you may have by contacting **Speak Up**.*

# COMMERCIAL INTEGRITY

## Data Privacy

As a business, Compass holds personal data about employees, our clients, suppliers and other third parties. This information can be held in paper files as well as electronically. It is crucial that we ensure that the confidential nature of any such personal data is kept secure at all times.



In some countries, compliance with data privacy regulations is required by law and any failure to comply could result in financial and criminal penalties for both Compass and the individual.

Any personal data that we hold must only be used for business purposes and we must ensure that it is:

- Obtained lawfully;
- Processed only for the purposes for which it was obtained;
- Accurate and relevant to the purpose;
- Not held for longer than is necessary;
- Stored securely; and
- Not transferred to other countries without adequate protection.

In addition to the above points, each of us has a responsibility to ensure that individuals who provide personal data to us are made aware of who will have access to that data, and for what purpose.

Always abide by the following basic rules:

- Personal data should only be accessed by those authorised to do so, and only for business purposes;
- Personal data should never be provided to unauthorised persons in or outside of Compass without the necessary consents and contracts in place to ensure that they also treat the personal data with the same level of confidentiality; and
- Always ensure that personal data is held securely with restricted access.

If you receive any formal statutory or regulatory requests, or complaints from individuals to access personal information that we are holding in respect of them, you must first refer the matter to your local legal team or whoever locally is responsible for managing data protection issues.

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**Q:** I am looking to run a marketing campaign in my local area to promote our new support services offering. Can I use the names and addresses held on our client database to put together some mailings?

**A:** You must only send out marketing material to individuals who have agreed to receive this kind of information, otherwise you could be breaching local data privacy laws. The data held on a client database may have been collated for a different purpose and so you cannot assume that this is okay to use. You should speak to your Line Manager or your local marketing department for further guidance.

*You can get further support and guidance about data privacy from your Line Manager or local legal team.*

*Don't forget, you can always discuss any concerns or issues that you may have by contacting **Speak Up**.*

# EMPLOYMENT

## Health and Safety

At Compass, our people will make us not just a good company to work for and do business with, but a great company with a reputation for high standards and quality.



Our people are our most valuable asset. They are key to the success of the business. It's every manager's responsibility to ensure that they lead in a way that nurtures, motivates and inspires our people, without exception, to provide outstanding service for one another, our clients and our customers.

It is our moral obligation to safeguard each other, our customers and the environment by operating an injury free, healthy workplace serving food that is always safe to eat and that minimises our environmental impacts.

Health and safety remains our number one operational priority. All management meetings throughout Compass feature a Health and Safety update as one of their first agenda items. Our Health and Safety policies are reviewed by the Compass Group PLC Board on an annual basis to ensure that they continue to meet the needs of the business and relevant legislation.

Compass is committed to providing a safe and secure working environment to all employees and to promote best practice across Compass. We have developed a policy, minimum operating standards and behaviours which are steadily being rolled out across the Compass business. Specifically we will:

- Seek to prevent injury to any employee, customer or contractor;
- Conduct a full risk assessment as soon as practicable when taking on any new contract;
- Consider the safety implications of our procurement decisions; and
- Ensure that every employee is properly trained to safely perform their work.

We also expect similar high standards from our suppliers and contractors.

We work hard to continually improve our health and safety performance and we have started to measure our performance against a set of clear metrics to assure our customers and others who work with us that we are operating the safest environment possible.

We believe that a commitment to safety requires a balanced approach from both management and employees.

# EMPLOYMENT

## Health and Safety (cont'd)

As part of this approach, Compass expects that management at all levels will:

- Ensure compliance with health and safety standards;
- Provide and maintain a safe working environment at all times;
- Develop, promote and implement company health and safety systems and practices;
- Effectively use Compass resources to meet our health and safety standards and objectives; and
- Train all employees to enable them to work in a safe and efficient manner.

In addition to the above, Compass expects all employees to:

- Display a “duty of care” for themselves and others in providing a safe working environment;
- Report any unsafe acts or conditions to their Line Manager promptly;
- Actively contribute ideas in order to make the workplace safer and more productive;
- Never walk away from an unsafe act or hazard. If you observe someone else performing an unsafe act, you should explain to that person why it is unsafe and ask that they stop. If they refuse, it is your responsibility to report this to your Line Manager;
- Not come to work under the influence of non-prescribed drugs or alcohol;
- Always wear the correct personal protective equipment;
- Make sure you know what to do if an emergency occurs at your place of work; and
- Follow safe work procedures at all times.

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**Q:** I am organising a large team of temporary staff to help me at a forthcoming sporting event. We are really tight on time and expect to be incredibly busy. I'm planning on cutting out the health and safety talk and emergency procedure as most of the temporary staff have worked for me before. Is this okay?

**A:** No. We all have a responsibility to ensure a safe and secure working environment for everyone who works for Compass. It is important that you spend a few minutes briefing the team and outlining the procedure to follow in the event of a fire or other emergency.

You can get further support or guidance on health and safety matters from your Line Manager, your local HR team, local HSE team or Group HSE.

Don't forget, you can always discuss any concerns or issues that you may have by contacting **Speak Up**.

# EMPLOYMENT

## Fair Treatment and Equal Employment Opportunities

Compass respects and values the individuality and diversity that every employee brings to the business and we seek to create a positive, open working environment wherever we operate.



In relation to our employees:

- We are committed to basing our relations with our employees on respect for the dignity of the individual and fair treatment for all;
- We aim to recruit and promote employees on the basis of their suitability for the job without discrimination; and
- We do not tolerate any form of discrimination or sexual, physical, mental or other harassment of any kind towards our employees.

To help us achieve our aims we have developed a simple framework of objectives, measures and actions that focus on the five key areas of people management and development:

- Attract – recruiting the right people, in the right way and reflecting the diversity of the communities that we work in;
- Retain – having the right rewards and benefits and work environment for people to want to stay with us;
- Develop – ensuring that people have the right skills to do their job and develop careers with us;
- Engage – connecting all our people to our goals, motivating them to achieve them and recognising their achievements; and
- Perform – having the processes in place to manage and continually improve individual performance.

As an employee you must:

- Treat your colleagues fairly and with dignity and respect. Discrimination of any kind will not be tolerated;
- Follow all applicable labour and employment laws in the country in which you work. Make sure you are familiar with any applicable local legislation – speak to your local HR department for further guidance; and
- Report any instances of breaches of our commitment to equal opportunities. Do not be afraid to speak up – we all have a responsibility to address issues that we become aware of.

**Q:** I recently applied for a new role in our business which would have been a promotion for me. I did have an interview, together with four other internal candidates but I did not get the job. I was told "unofficially" that they are looking for a man for the role as there is some international travel requirements and they don't think female employees would be willing or able to leave any young family. What can I do?

**A:** It is unacceptable for you to be discriminated against because of your gender. All candidates for vacancies should be judged on their qualifications and suitability for the role. You should raise this with your Line Manager or HR team. If you feel uncomfortable doing this, you could contact **Speak Up**.

*You can get further support and guidance about the fair treatment and equal opportunity principles under which we operate from your Line Manager, local HR team or Group HR.*

*Don't forget, you can always discuss any concerns or issues that you may have by contacting **Speak Up**.*

# EMPLOYMENT

## Working without Harassment/Bullying

We expect that all employees should be treated fairly and with respect. We will not tolerate harassment or bullying of any kind in the workplace against our employees – or our suppliers, business partners or clients.

Please make sure you always abide by these basic rules:

- Do not make jokes about race, ethnicity, religion, age or sexual orientation;
- Do not distribute, display or keep on company property any material which could be considered offensive including emails, cartoons, photos etc;
- Do not spread malicious rumours or use email, voicemail or other means to transmit derogatory or discriminatory comments; and
- Always treat personal information as confidential. Do not misuse it; and remember:
- Offensive, intimidating, insulting or malicious behaviour of any kind will not be tolerated.

All forms of harassment or abuse are against company policy and will not be tolerated. If you are being bullied or harassed, or are aware that someone else is, please speak to your Line Manager or another senior member of staff. Alternatively you can call **Speak Up**.

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**Q:** Some of my colleagues at work have been making fun of my accent. I appreciate that this started off as harmless fun but the comments have become more personal and I find this quite upsetting. I don't want to get anyone into trouble but I would really like it to stop. What should I do?

**A:** We would encourage you to speak with your colleagues and explain the effect that their behaviour is having on you. If you feel uncomfortable doing this, or this does not stop their behaviour, you should speak to your Line Manager or HR. Discrimination of any kind should not be tolerated.

*You can get further support and guidance about working without harassment and bullying from your Line Manager, local HR team or Group HR.*

*Don't forget, you can always discuss any concerns or issues that you may have by contacting **Speak Up**.*

# COMPANY ASSETS

## Brand Protection

Our reputation is a key factor in attracting clients and consumers to Compass and it is imperative that the value and goodwill in this reputation is appropriately protected and promoted by, amongst other things, taking steps to manage and protect our brands properly.



As a market leader in the foodservice and support services sector, we often produce recipes, processes, non-public ideas and strategies that belong to Compass and which we must protect. The use made of a trade mark in connection with our business and services builds significant goodwill, reputation and brand value. We must also protect other confidential business information, such as customer data and personnel information and ensure that it is kept confidential.

In addition, our trade secrets, such as information contained in the Compass Service Framework or recipes and process maps, help distinguish us from our competitors and maintain a competitive advantage in the market place.

You should consult with your local legal team if you are considering developing a new brand or technology where you wish to rely on intellectual property rights. Please also refer to the Compass Group Intellectual Property Policy (a link to this can be found in the Reference section of the Code of Business Conduct).

Always remember the following basic rules:

- Never agree to assign our intellectual property rights to clients, customers or other third parties without first consulting with your local legal team;
- Do not agree to share any of our intellectual property or confidential information without first making sure an approved confidentiality agreement is in place. Seek advice from your Line Manager or your local legal team if you are unsure; and
- Never use Compass intellectual property or confidential information for personal gain or for reasons unconnected with your role at Compass.

We are committed to respecting the intellectual property and confidential information of third parties. You must follow these basic rules:

- Only copy documents and materials when you have specific permission to do so;
- Do not knowingly infringe a patent, trade mark or other intellectual property right of any third party. Please seek advice from your local legal team if you are in any doubt;
- Do not use any third party's confidential information unless you are authorised to do so in a signed confidentiality agreement that meets local internal guidelines; and
- Do not load any unlicensed software on any Compass computer or other equipment.

If you have any questions, please speak to your Line Manager or seek advice from your local legal team.

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**Q:** I have recently joined Compass from one of their major competitors. Before I left, I took copies of some purchasing data, including pricing information, which I think could really be beneficial to my new team. Surely using this information will be in the best interests of Compass?

**A:** No! Not only are you likely to be breaching your obligations of confidentiality to your previous employer and the principles contained in the Code of Business Conduct, you may well be breaking the law. You must not bring or use any confidential information from any previous employer. This does not mean that you cannot use any general knowledge or skills that you have learnt at any previous employer. If you are in any doubt, please check with your local legal team.

*You can get further support or guidance on brand protection from your Line Manager, local marketing team, Group Market Development team or the Group Legal Department.*

*Don't forget, you can always discuss any concerns or issues that you may have by contacting **Speak Up**.*

# COMPANY ASSETS

## Confidentiality

No employee should disclose any confidential information relating to any Compass company or its business outside the Group without specific authority to do so.

Where confidential information is to be disclosed to another party, it should be released only under the terms of a written confidentiality agreement or undertaking entered into with the other party.

If you are required to disclose confidential information under the terms of an order of any competent judicial, governmental, regulatory or supervising body, you should first notify your local legal team and seek their approval before making the disclosure.

Employees should not use Compass' confidential information for their own personal advantage or for a friend or relative.

You should also make sure that you are familiar with your local IT policy and follow its guidelines in terms of security and the use of Compass IT systems. Please remember that the company may monitor and record your use of the IT systems at any time and without prior notice.

## Physical Assets

We all have a responsibility to ensure that Compass property that we use or come into contact with as part of our work is not damaged, misused or wasted. We also have a responsibility to report the abuse of Compass property by others.

Please also make sure that any Compass property that you use is well maintained so that it can be operated safely and properly.

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**Q:** When I was taking out some papers to be recycled I found a bag with lists of employees and payroll information on it. I am concerned that this information could have been seen by anyone. What should I do?

**A:** You should take the papers to the HR department and report the matter to your Line Manager or HR. We are all responsible for maintaining the security and privacy of confidential information and you are right to be concerned by what you have found. The HR department will ensure that the papers are securely destroyed and make sure that whoever left the papers there is reminded of their duties in this regard.

*Confidential information is any information or knowledge, the disclosure of which outside Compass might be prejudicial to the interests of Compass. Examples include (but are not limited to):*

- new product or services development material;
- unpublished financial data;
- business ideas, processes or strategies;
- sales, marketing and other corporate databases; and
- personnel data.

*You can get further support or guidance on issues of confidentiality from your Line Manager, your local legal team or the Group Legal Department.*

*Don't forget, you can always discuss any concerns or issues that you may have by contacting **Speak Up**.*

# COMPANY ASSETS

## Information Security

Compass' systems - that is our IT hardware, software, office equipment, telephone and email system - are all intended to be used for conducting Compass business. Each user is required to use the facilities in a professional and responsible manner at all times.



In order to protect both Compass and individuals using our IT systems, you should always ensure that your use of the Compass IT systems:

- does not break the law in the country where you are working;
- does not risk bringing the Compass name into disrepute; and
- does not cause damage or disruption to Compass' business.

In certain circumstances, misuse of either the internet or email can constitute a criminal offence. Each of us has a responsibility to ensure we understand the legal restrictions that apply in the country where we are working, and make sure we adhere to them. Please speak to your local legal team for further guidance on legal restrictions that may apply in the country where you work.

Please make sure you always follow these basic rules:

- do not install or use any unauthorised hardware or software on any Compass system;
- protect any username or password that you are allocated and do not share them with others;
- do not access or download, create or forward emails, documents or images that may cause offence, distress or harassment to others;
- restrict your use of Compass systems for personal use to a minimum; and
- make sure you save and back up regularly any data or work that you hold on your system in accordance with the advice of your local IT team.

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**Q: I run a small business from home at the weekend selling handmade jewellery. There is no conflict between this and my work for Compass (I have checked this with my Line Manager) and usually it does not impact on my work. I have a rush of orders at the moment and would like to spend my lunch break accessing my website to check some customer orders. Is this allowed?**

**A:** Whilst Compass does permit brief and occasional personal use of the internet, our policy does not permit employees using the internet at work for any personal monetary interests or gain. You must run your "home" business at home.

*This guidance must be read in conjunction with the Compass IT Acceptable Use Policy (which can be accessed via Mercury). A link to this policy can also be found in the Reference section of the Code of Business Conduct. If you are unclear on any issue please speak to your Line Manager.*

*Don't forget, you can always discuss any concerns or issues that you may have by contacting **Speak Up**.*

# EXTERNAL ACTIVITY

## Dealing with Governments and Public Regulatory Bodies

You may come into contact with government officials or representatives from public regulatory bodies during the course of your work for Compass. If you are asked to provide them with any information in connection with an enquiry or investigation, you have a duty to make sure that you are truthful and accurate, and that Compass' legitimate interests are protected.



**Always** contact your local legal team before responding to any request for information from an unexpected agency. You should make sure that any information or files relevant to the investigation are preserved and not destroyed. This includes making sure any electronic systems for record disposal are temporarily suspended to ensure that relevant records are kept.

Compass employees are expected to co-operate fully with the investigation. You must not obstruct the collection of information by properly authorised officials or retaliate against anyone who co-operates with the investigation.

If government officials attend your office or unit and request information, please make sure you follow these basic rules:

- contact your local legal team immediately;
- ask to see identification and take a copy of it;
- clarify with the individuals which organisation they are representing, what is the nature of their investigation; and
- make sure that the representatives are not left unattended.

You should contact your local legal team if you have any doubts and make sure that you are familiar with the required local procedure in the event of dealings with local government and public regulatory bodies.

**Q:** In my previous company, we were advised to not give out any information to any external parties, regardless of who they were. I don't want to get in trouble for breaching confidentiality. What is the correct thing for me to do?

**A:** The first thing you should do is contact your local legal team – they will advise you on what information can and cannot be given to any third party.

*You can get further support or guidance on issues of confidentiality from your Line Manager, your local legal team or the Group Legal Department.*

*Don't forget, you can always discuss any concerns or issues that you may have by contacting **Speak Up**.*

# EXTERNAL ACTIVITY

## Community and Charitable Activity

Success in business is dependent on compliance with legal constraints, together with sensitivity to local customs and conventions governing business relationships. The communities in which we operate (and from which we draw our employees) are important to us.



Compass is committed to making a positive contribution to the sustainable development of the communities in which we operate. We strive to take into account the concerns of the wider community – including national and local interests – in all of our operations. We use our expertise to contribute to the wellbeing of the community in a manner appropriate to our business objectives.

Respecting the cultures and local customs of other communities and countries and always following local laws is important. Certain business practices which may be acceptable in one country could be unacceptable in another. Being aware of the differences may affect the way you need to do business.

All Compass employees are expected to abide by the following basic rules:

- always respect the culture and business customs of the communities and countries in which you are working (providing that they do not conflict with the principles contained in the Code of Business Conduct);
- always comply with local laws and regulations – contact your local legal team if you need assistance in this regard; and
- always keep your Line Manager informed about any planned communication with designated non-governmental agencies and seek their approval before engaging with such parties.

Through its donations and sponsorships, Compass aims to improve its impact on the environment in which it operates and the communities it serves to benefit all of its stakeholders.

**Q: I have been approached by a client who has asked us to host a charity dinner at our restaurant. Am I able to do this?**

**A:** Please speak to your Line Manager before agreeing to help. Compass encourages the support of community and charitable activities, but it is important to ensure that the approvals process is followed, particularly as the request has come from a client.

*Compass has an approvals process which must be followed before any charitable donations can be made. Please familiarise yourself with the Compass Charitable Donations Policy (a link to which can be found in the Reference section of the Code of Business Conduct).*

*Any charitable contribution provided by a Compass company must be fully documented in your company books, and where required by law, placed on the public record either by Compass or the recipient.*

*You can get further support or guidance on our community and charitable activities from your Line Manager, your local legal team or the Group Legal Department.*

*Don't forget, you can always discuss any concerns or issues that you may have by contacting **Speak Up**.*

# EXTERNAL ACTIVITY

## Political Activity

As part of doing business, Compass sometimes engages with government bodies, public interest groups, industry associations and other similar bodies around the world. Whilst doing this, we must ensure compliance with local laws governing political activity.

It is not Compass policy to make donations to any political parties. However, it is possible that certain routine activities undertaken by Compass might unintentionally fall within the broad scope of the UK legal provisions controlling political donations and expenditure that we must adhere to. Any such expenditure must first be approved by Compass Group PLC shareholders and will be disclosed in the annual report.

Compass employees must not engage in lobbying or have contact with legislators, political candidates, regulators, government employees or public interest groups, unless they are doing so under the guidance of Group Media Relations, Group Investor Relations or the Group Legal Department. Please refer to the Corporate Communications Code (a link to this can be found in the Reference section of the Code of Business Conduct) for further details.

Please make sure you follow these basic rules:

- Do not seek to make a donation on behalf of Compass to any political organisation which promotes party political activities;
- Please keep any personal political activities separate from your work and do not use company time and resources to support them – please refer to the Conflict of Interest section of this Code for further information; and
- Make sure you engage with the Group Head of Media Relations, Group Investor Relations or the Group Legal Department before you make contact with any government, regulators, legislators or lobby groups on behalf of Compass.

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**Q:** I have been contacted by a lobbying group who are making a short film about the environmental impact of disposable cups. I think this could really help promote our excellent reputation for environmental issues. I believe they are intending to take this film to government. Does this mean I can't take part in the film?

**A:** You are right to question this. You should get in touch with the Group Head of Media Relations and discuss the proposal in more detail with them. They, together with the Group Legal Department, can advise you on how you can respond and what level, if any, of involvement you can have.

*You can get further support or guidance on issues about Compass' political activity from your Line Manager, your local legal team or the Group Legal Department.*

*Don't forget, you can always discuss any concerns or issues that you may have by contacting **Speak Up**.*

# EXTERNAL ACTIVITY

## External Communications

As part of our daily work we may come into contact with key “stakeholders” – this would include employees, business partners, clients, customers, investors, the media, communities and governments. It is crucial that our stakeholder communications are managed in accordance with the Compass Communications Code.



You must never talk to reporters or investment analysts about Compass business, either formally or informally. Only nominated people are authorised to speak to external audiences, such as the market, analysts, investors and the press. This means:

- Our Chief Executive Officer, Group Finance Director and Compass Group PLC main Board directors;
- Director of Corporate Strategy, Investor and Media Relations;
- Group Head of Media Relations;
- Group General Counsel and Company Secretary; and
- Other people expressly authorised by one of the people listed above.

Contact details for the above persons can be found in the Reference section of the Code of Business Conduct. All other employees are prohibited from giving significant information to anyone outside of Compass without prior written approval from an authorised person. If you are approached by any external party to give information about our business, you should re-direct the enquiry to an authorised person in the first instance.

Operating companies are not permitted to release any statement, press release or presentation internally or externally, which may contain or amount to inside information (that is information that is likely to have a significant effect on the price of Compass Group PLC’s shares) without prior approval from Group Investor Relations who will arrange for a release to the markets. Please also refer to the Insider Trading section of the Code of Business Conduct for further guidance.

**Q: I noticed an article in a newspaper over the weekend about Compass which contained some inaccuracies. Can I contact the paper and ask them to correct their report?**

**A:** It is great that you are alert to this kind of matter but please do not contact the newspaper yourself. Any media communications should be handled via the Group External Communications team. Their contact details can be found in the Reference section of the Code of Business Conduct.

*The Compass Communications Code is provided to ensure the seamless flow of communication within Compass and its internal and external audiences. A link to this can be found in the Reference section of the Code of Business Conduct.*

*You can get further support or guidance about external communications from your Line Manager, your local legal team or Group Investor and Media Relations team or the Group Legal Department.*

*Don't forget, you can always discuss any concerns or issues that you may have by contacting **Speak Up**.*

# EXTERNAL ACTIVITY

## Environment

The environment is not a sector, but an attitude and approach which represents a necessary part of all of our activities. In short, it is important that everyone displays environmental responsibility in all areas within their control, regardless of their position.



As one of the largest food service companies in the world, Compass recognises that it has an impact on the local environments in which it operates and the global environment in general.

In addition to complying with all relevant environmental legislation, Compass has developed its own common set of behaviours that are being introduced into all our operations. We continue to drive improvement across our business, particularly in the areas of supply chain and environmental performance.

In the majority of our locations where we are not directly responsible for the procurement of utilities, equipment, fuel etc., we work closely with our clients to consider how best to improve the environmental performance of our operations.

Basic rules you must follow:

- All employees must comply with company rules and procedures in relation to environmental matters;
- Ensure that you are equipped with the right information, training and tools necessary to implement responsible environmental practice;
- Make sure you prevent or minimise any release of pollutants into the environment as a result of your work activities;
- Make sure you properly dispose of all waste materials and have due regard to good waste management practice. You should be aware of the best environmental option for the disposal of particular waste materials in your workplace. Any employee found to have disposed of waste material in an appropriate or illegal manner may be subject to disciplinary action;
- All employees should consider energy efficiency in all aspects of their work and take steps to save energy wherever practicable;
- All employees should use recycled materials in their work activities wherever available and should recycle any appropriate items in line with local or national recycling schemes that may be available; and
- All employees should ensure that they do not carry out activities that waste water.

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**Q:** Will I be penalised if I raise concerns about health and safety in the unit where I work? We have been told to dispose of used cooking oil by pouring it down the drains outside.

**A:** Compass' number one priority is health and safety. If you have any concerns about health and safety issues you should report them to your Line Manager at once and if appropriate, stop work or refrain from the activity that is causing you concerns. If you are uncomfortable speaking to your Line Manager, you can contact your local legal team, HR or **Speak Up**. We will not tolerate any kind of retaliation against anyone who raises any concerns.

*By environment we mean anywhere that might be affected by what we do, such as:*

- our immediate surroundings which might be affected by noise, smells and fumes;
- the local environment which might be affected by pollution, traffic and disposal of our waste; and
- the global environment which might be affected by using energy from fossil fuels or using certain chemicals which damage the atmosphere.

*You can get further support or guidance on environmental issues from your Line Manager, your local legal team or HR. You can also find a link to our Environmental Policy Statement in the Reference Section of the Code of Business Conduct.*

*Don't forget, you can always discuss any concerns or issues that you may have by contacting **Speak Up**.*

# REFERENCE SECTION

## Links to Policies and Further Information

Publicly Available Documents on the Compass Group PLC website  
([www.compass-group.com](http://www.compass-group.com))

1. Code of Ethics
2. Food Safety Policy Statement
3. Environmental Policy Statement
4. Purchasing & Supply Chain Statement

Documents for Internal Purposes Only (please do not distribute externally)  
downloadable from the Policies section on Mercury  
(<http://mercury.compass-group.com>)

1. Compass Group Fraud Policy
2. Compass Group Gifts & Hospitality Policy
3. Compass Group Intellectual Property Policy
4. Compass IT Acceptable Use Policy
5. Compass Group Charitable Donations Policy
6. Group Communications Code
7. Compass Group Speak Up Programme
8. Group Approvals Manual
9. Compass Accounting Policies and Procedures Manual

# REFERENCE SECTION

## Contacts

### **Group Legal Department**

Mark White      Group General Counsel & Company Secretary      +44 (0) 1932 573006  
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### **Group HR**

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### **Internal Audit**

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### **Corporate Strategy, Investor & Media Relations**

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### **Internal Communications**

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### **Group HSE**

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### **Other**

Speak Up  
[www.compass-speakup.com](http://www.compass-speakup.com)