



Conflict of Interest Policy



Eliminating any doubts

Background

A conflict of interest occurs when an individual is involved in multiple interests, one of which could possibly corrupt the motivation for an act in the other. The conflict may be real or perceived.

An example of a conflict of interest may be where a director of a company has a personal interest in an asset owned or intended to be dealt with by the company. The director cannot act (or at least be perceived to act) in the best interests of the company in such a transaction, and he/she would be deemed to have a conflict of interest.

Policy

Rydon requires all director level employees to declare any potential conflict of interests resulting from their activities outside the Company, or those of their immediate family¹.

A register of the declared interests is maintained by HR. New employees at this level are asked to complete a declaration of potential conflicts of interest when they first join the company.

Directors are asked to inform HR of any substantial change in their situation as soon as possible after that change has occurred. In addition, those covered by this policy are asked to review and confirm their records every 12 months. The following specifies the declarations that are required from directors:

- Directorships, shareholdings, employment, or contracts held by the employee with companies outside the Rydon Group.
- Directorships, shareholding², employment, or contracts held by immediate family members in companies active in the following areas:
 - Construction
 - Civil Engineering
 - Architecture
 - Surveying
 - Town planning
 - Supplying goods or services to the construction industry
 - Registered Providers (e.g. Housing Associations)
 - Local or regional government
 - National, regional, or local healthcare organisations
 - Any supplier or client of a Rydon Group company, or any organisation which may imminently acquire that status
- Elected representation in government at local, regional or national level by the employee or immediate family members
- Membership by the employee or immediate family, of bodies organised to influence public opinion on matters relating to development and/or the environment.

The information collated as a result of this policy will be handled strictly in accordance with the terms of the Data Protection Act 1998. Rydon Group requires employees to act in good faith in declaring any potential conflicts, and thus to consider declaring any relevant interest even if it is outside the circumstances defined above. Should you have any doubts about your situation regarding the Company's Conflict of Interest Policy, please contact your HR advisor.

Governance

All policies within the company are approved by the Group Board which is chaired by the Chief Executive. Each policy is reviewed at least once annually to ensure that we respond to clients, business strategy, legislation and any standards or codes of practice determined by the market.

Administration of the Conflict of Interests Policy is the responsibility of the Director of SHE, HR and Office Services.

Note 1: For the purposes of this policy, the Company considers immediate family to be parents, partners/spouses, siblings and children.

Note 2: Declaration is only required for any shareholdings of the employee, or of the employee's immediate family, which separately or together comprise greater than 1 per cent of the relevant organisation's issued capital. Equivalent provisions apply to partnerships.

*Signature(s) removed for security reasons:
signed copies available on request.*

Signed: _____

Robert Bond
Group Chief Executive

Dated: October 2013